

EVERGREEN SQUASH CLUB OF WEST VANCOUVER

Constitution

1. The name of the Society shall be the Evergreen Squash Club of West Vancouver.
2. The purposes of the Society are:
 - a. To operate a strictly non-profit organization for the purpose of promoting and encouraging interest and participation in the sport of squash racquets
 - b. To provide recreational and social facilities for its members
 - c. To foster sportsmanship
 - d. To assist members that show outstanding athletic ability
 - e. To assist juniors in developing squash skills, knowledge of the game and sportsmanship
3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

EVERGREEN SQUASH CLUB OF WEST VANCOUVER

Bylaws

Article 1. Interpretation

In these Bylaws, unless the context otherwise requires:

- a. Words importing the singular include the plural and vice versa.
- b. Words importing the masculine gender include the feminine and vice versa.
- c. "Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.
- d. "Bylaws" means these Bylaws as altered from time to time.
- e. "Board" or "Directors" mean "Board of Directors" of the Evergreen Squash Club of West Vancouver.
- f. "Club" or "Society" means "Evergreen Squash Club of West Vancouver."
- g. Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).
- h. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Article 2. Definitions

- a. "**Fiscal Year**" of the Society shall extend from April 1st of one calendar year to March 31st of the next calendar year.
- b. "**Inactive Dues**" mean the annual dues required to remain a member without the privileges of the recreational facilities.
- c. "**Member Dues**" or "Dues" mean the fees paid for the specified use of the recreational and social facilities and other such benefits as specified by the Board. Members must be current with all Dues to be in good standing and entitled to enjoy the recreational and social facilities of the Club.

- d. **Membership List:** A list maintained by the Secretary of the Club containing the names and other relevant details of all members of the Club.
- e. **Member Proposal** – A Member Proposal, submitted to the Club at least seven (7) days before the notice of a meeting of the Members, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- f. **"Membership Year"** of the Society shall extend from September 1st of one calendar year to August 31st of the calendar year next following.
- g. **"Non-refundable Initiation Fee" or "Initiation Fee"** shall mean a non-refundable fee paid to become a member of the Club except that a Junior, Young Adult or Student Member, Gymnasium Member, Discretionary Member or Honorary Member is not required to do so.
- h. **"Nominee"** means a board appointed person who voluntarily or for payment carries out specified tasks under the direction of a specified Director. The Directors continue to bear the ultimate responsibility associated with those tasks.
- i. **"Recreational Facilities"** mean the squash playing area that is the courts, gym, and all exercise equipment.
- j. **Rules and Regulations** mean all rules and regulations approved by the Board and published on the website of the Club.
- k. **"Social Facilities"** mean the parts of the Club other than the courts, gym, and all exercise equipment.
- l. **"Special Events"** shall be events to which the public may be admitted upon payment of an admission fee and other events as may from time to time be authorized by the Board.
- m. **"Voting Member"** means any Adult, Senior, Doubles, Honorary, Young Adult or Student member that has paid an appropriate Initiation Fee and is in good standing with the Club.

Article 3. Colours

- a. The colour of the Society shall be green.
- b. The dress code of the Club shall be acceptable squash attire.

Article 4. Membership

- a. Every member must uphold the constitution of the Society and must comply with these Bylaws.
- b. **Admission of members:** Application for membership other than Discretionary or Honorary shall be in writing in accordance with the Rules and Regulations of the Club.
- c. **Suspension and expulsion of members:** The Board shall have the power to suspend or expel any member for reasons of misconduct, non-adherence to the rules of the Club or non-payment of membership Dues. The term for any suspension will be decided by the Board. A vote of not less than two thirds of the full Board is required for expulsion or suspension. A member may appeal and must be given the opportunity to express his views before the Board. A member so expelled or suspended shall not be entitled to any rebate or refund of Dues. During a period of suspension, the member's name shall be removed from the Membership List and he shall be debarred from all rights and privileges of membership including use of the Club social or recreational facilities.
- d. **Resignation or change of membership class:** Any member may relinquish his membership or request a change in membership class in the Club by giving notice in writing of his intention to the Secretary or Club Manager but such members shall be liable for all dues and other indebtedness owing to the Club at the time of his resignation or accruing to the Club during the period of his membership and remaining unpaid at the time of his resignation. Resignation prior to January 1st of the Membership Year shall result in a prorated refund of dues paid for periods after the date of resignation. Resignation from January 1st to August 31st will not be eligible for a refund and the resigning member will owe the fees from the date of resignation to August 31st.
- e. **Size of membership:** The Board has the right to limit the number of members of any class of membership and of the total number of members. The number of voting members shall always exceed the number of non-voting members.
- f. The amount of the annual Member Dues must be determined by the Board.

- g. The **membership classes** are described below. In addition to these classes, the Board may also allow temporary trial membership for marketing purposes. The conditions of trail membership are described in the Rules and Regulations of the Club.
- i. **Adult Member:** An Adult member shall be a person permitted, by sanction of the Board, to enjoy to the fullest extent authorized by these Bylaws, the Social and Recreational facilities offered by the Club. Such members in good standing, shall be entitled to vote as provided under Article 6 of these Bylaws. Such members in good standing, shall be entitled to hold office as a Director or Officer as provided under Article 7 of these Bylaws. Adult membership can be full or restricted which offers the same privileges except that restricted membership only allows for use of the court facilities during non-prime time.
 - ii. **Senior Member:** A Senior member shall be older than 65 years of age and is a person permitted, by sanction of the Board, to enjoy to the fullest extent authorized by these Bylaws, the Social and Recreational facilities offered by the Club. Such members in good standing, shall be entitled to vote as provided under Article 6 of these Bylaws. Such members in good standing, shall be entitled to hold office as a Director or Officer as provided under Article 7 of these Bylaws. Senior membership can be full or restricted which offers the same privileges except that restricted membership only allows for use of the court facilities during non-prime time.
 - iii. **Young Adult or Student Member.** A Young Adult member shall be under the age of 26 years and a Student member shall be a person in full-time attendance at a recognized post secondary college or university. The Board shall have the final decision as to which members qualify for admission to this membership class. Annual dues, playing hours, and other privileges shall be governed by the Board in accordance with the Rules and Regulations of the Club. A Young Adult or Student member has the privileges of voting, taking part in any ballot, or holding office and shall be entitled to receive notice of any general meeting.
 - iv. **Junior Member:** A Junior Member shall be a person under the age of 19 years and in full-time attendance at a recognized elementary or secondary school. The Board shall have the final decision as to which members qualify for admission to this membership class and may, at its discretion grant prime time playing time privileges

but not visitor privileges to any Junior Member. Dues, playing hours, and other privileges shall be governed by the Board in accordance with the Rules and Regulations of the Club. A Junior member does not have the privileges of voting, taking part in any ballot, or holding office and shall not be entitled to receive notice of any general meeting.

- v. **Gymnasium Member:** A Gymnasium member shall be a member of the Club for the sole purpose of using the gymnasium facilities. Annual dues, and other privileges shall be governed by the Board in accordance with the Rules and Regulations of the Club.
- vi. **Discretionary Member:** A discretionary member shall be a person voted as such by the Board in consideration of service given to Squash Canada, Squash B.C., or similar squash racquets association; or in consideration of his office or contribution to the functions of the Club; or as a gesture of good will to a visiting member of the squash community. The Board shall determine the dues and fees that may be payable, the duration of the membership and the privileges with respect to use of Social and Recreational facilities. A Discretionary member does not have the privileges of voting, taking part in any ballot, or holding office and shall not be entitled to receive notice of any general meeting.
- vii. **Honorary Member:** An Honorary member shall be a past or present member elected, in consideration of his past or present office or contribution to the functions of the Club, at an Annual General Meeting of the Club by an affirmative vote of not less than two-thirds of the ballots cast. Notice in writing of intention to nominate such a person shall be handed to the Club Secretary or to a nominee of the Board at least two weeks prior to the date of such Annual General Meeting. The name of such proposed Honorary member shall be placed before the Annual General Meeting for separate vote by the members present. Such members, duly elected, shall enjoy all the privileges accorded an Adult member and shall not be required to pay the Club dues authorized under Article 5 of these Bylaws.
- viii. **Doubles Member:** A Doubles member shall be a person permitted, by sanction of the Board, to enjoy the facilities of the Club restricted to the use of the doubles court, the gymnasium and the Social Facilities. Such members in good standing, shall be

entitled to vote as provided under Article 6 of these Bylaws. Such members in good standing, shall be entitled to hold office as a Director or Officer as provided under Article 7 of these Bylaws.

- ix. **Inactive Member:** An inactive member shall be a person permitted, by sanction of the Board, to enjoy, to the fullest extent authorized by these Bylaws the social facilities offered by the Club. However, such members shall not have use of the recreational facilities offered by the Club. Such members shall not be entitled to receive notice of any general meeting or to vote as provided under Article 6 of these Bylaws. Such members shall not be entitled to hold office as a Director or Officer as provided under Article 7 of these Bylaws.
- x. **Out of Town Member:** An Out of Town member shall be a member that has his principle residence outside of Metro Vancouver and other locales as described in the Rules of the Club. Such members in good standing shall be permitted to use the facilities of the Club as described in the Rules as amended from time to time. An Out of Town member does not have the privileges of voting, taking part in any ballot, or holding office and shall not be entitled to receive notice of any general meeting.

Article 5. Dues and Fees

- a. Collection and amount of fees
 - i. The Board shall fix the amount and terms of Initiation Fee and annual Member Dues to be paid by members and the terms and conditions of payment, and may revise and amend the same from time to time.
 - ii. Member Dues shall accrue in respect of all classes of membership required to pay Dues until a written resignation is received by the Board.
 - iii. The Board shall not increase the Initiation Fee or Member Dues without first giving prior notice in writing of a said increase to all members.
- b. The Board may authorize the posting at the clubhouse of the names or those members who are three months or more in arrears regarding their Member Dues. A member

posted as delinquent ceases to be a member of the Club and may be readmitted to membership only upon satisfaction of those requirements set out by the Board.

- c. The Board, at its discretion, may re-admit a former member without having such member pay a second Initiation Fee on the condition that all inactive dues are paid.
- d. The Board may prescribe part-term Member Dues according to the circumstances of each individual case.
- e. The Board may authorize a rebate of all or any portion of the Initiation Fee and or Member Dues paid by any applicant or member.
- f. The Board may assess any person an admission fee to any Special Event and restrict his privileges regarding the use of the Club premises on the occasion of such Special Event.

Article 6. General Meetings

- a. **Annual General Meeting:** The annual general meeting of the Club shall be held within sixty-two days of the fiscal year end and not less than fourteen days notice of such meeting shall be given to all Voting Members. The financial statements to be placed before the annual general meeting shall be posted in the Club prior to the meeting and additional copies of the financial statements will be available at the meeting. The slate of directors as proposed by a nominating committee shall be posted in the Club prior to the meeting.
- b. **General Meeting:** The Board may, and it shall, upon written requisition of any 10 percent of voting members of the Club being received by the Secretary, convene a general meeting. Every such requisition shall set out the main purpose for which the meeting is to be called. Fourteen days notice of such meeting shall be given to all voting members and shall state the business to be considered.
- c. **Special Resolution:** A special resolution shall have the meaning as set forth in the Act, and shall require, for passing, a majority of not less than two thirds except where by the Act or by other of these Bylaws, a particular majority is required.
- d. **Notice of any general meeting of the Club** shall be given to every voting member by sending such notice either electronically or by regular post to his last known address. The notice shall be deemed effective the day following the date of the electronic

sending or regular mail posting. Notice of any general meeting of the Club shall also be posted in the Club and shall state the business to be considered.

- e. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- f. Only Adult, Senior, Doubles, Young Adult and Full Time Student, Honorary and Discretionary members, in good standing shall be entitled to vote at any meeting of the Club.
- g. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- h. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting
- i. “Voting by proxy is permitted as follows:
 - i. A member, otherwise eligible to vote, may appoint a proxy using the form provided by the Club. The form must contain the original signature of the member appointing the proxy. Emails and photocopies are not acceptable.
 - ii. The proxy form must specify the wording of the motion(s) to be voted on at the general meeting and clearly indicate how the member wishes his vote to be cast on each motion. General or discretionary proxy appointments are not permitted.
 - iii. Only an eligible voting member may be appointed as a proxy.
 - iv. The number of eligible votes at a general meeting will be the total of the number of eligible members plus the total of eligible proxies attending.
 - v. An eligible member may only vote one proxy.
 - vi. If an eligible member appointing a proxy attends a meeting, he may rescind the appointment and vote in person.
- j. At all general meetings of the Club, all questions shall be decided by a majority of votes except whereby the Act or by other of these Bylaws, a particular majority is required. The chair shall not be entitled to vote except in the case of an equality of

votes among the voting members, when in such case the Chair shall be entitled to a single and deciding vote.

- k. A quorum at any general meeting of the Club shall be 15 voting members in good standing. If within 30 minutes of the time appointed for the meeting, the quorum is not present, the meeting shall, if convened by the requisition of the members, be dissolved and in any other case, it shall stand adjourned until the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, the voting members present shall constitute a quorum.
- l. No business shall be transacted by the general meeting until a quorum has been properly constituted.
- m. The President and in his absence, the Vice-president, shall preside as chair at every general meeting of the Club. If neither the President nor Vice-president is present within fifteen minutes after the time for holding the meeting, the members entitled to vote, shall choose someone of their own number to be chair of the meeting. The chair, with the consent of the meeting, may adjourn any meeting from time to time, but no business shall be presented at any reconvened meeting other than business left unfinished at the meeting from which the reconvening took place.
- n. At a general meeting, the following business is ordinary business:
 - i. adoption of rules of order;
 - ii. consideration of any financial statements of the Society presented to the meeting;
 - iii. consideration of the reports, if any, of the directors or auditor;
 - iv. election or appointment of directors;
 - v. appointment of an auditor, if any;
 - vi. business arising out of a report of the directors not requiring the passing of a special resolution.
- o. The order of business at a general meeting is as follows:
 - i. elect an individual to chair the meeting, if necessary;
 - ii. determine that there is a quorum;
 - iii. approve the agenda;
 - iv. approve the minutes from the last general meeting;

- v. deal with unfinished business from the last general meeting;
- vi. if the meeting is an annual general meeting,
 - a. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - b. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - c. elect or appoint directors, and
 - d. appoint an auditor, if any;
- vii. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- viii. terminate the meeting.

Article 7. Board of Directors

- a. Directors. The affairs of the Club shall be conducted by a Board of Directors consisting of the following:
 - i. Officers
 - (1) President
 - (2) Vice-president
 - (3) Secretary
 - (4) Treasurer
 - (5) Immediate Past President
 - ii. Additional Directors. Up to nine additional Directors, making the total of Directors up to fourteen.
- b. Officers
 - i. The officers shall consist of a President, Vice-president, Secretary, Treasurer, and Immediate Past President. All officers excluding the Immediate Past President, shall be elected annually at the annual general meeting of the Club.
 - ii. The retiring President (Immediate Past President) shall automatically remain an officer of the Club (and therefore a member of the Board) until replaced by the President next retiring, provided he continues as a member in good standing of the Club during that year. The Immediate Past President shall

advise the Board with respect to past practices, policies and procedures, where necessary.

- iii. The President shall be ex-officio Chair of all meetings of the members and of the Board.
 - iv. The Vice-president shall exercise the powers and perform the duties of the President in the event of the absence, disability, resignation or death of the President.
 - v. The Secretary or nominee of the Board shall:
 - (1) conduct the correspondence of the Board;
 - (2) issue notices of meetings of the Club and Directors;
 - (3) keep minutes of all meetings of the Club and Directors; and
 - (4) have custody of all records and documents of the Club except those required to be kept by the Treasurer.
 - (5) file the annual report of the Society and make any other filings with the registrar under the Act.
 - vi. The Treasurer or nominee of the Board shall receive all monies and subscriptions and make all disbursements for the Club, acting under the direction of the Board. He shall keep an accurate record of the financial transactions involving the Club and of the financial position of the Club, and shall report them to each meeting of the Board and to the annual general meeting.
 - vii. Portfolios. Other directors may at the discretion of the Board be assigned specific responsibilities.
- c. Eligibility
- i. To be eligible for nomination to the Board, an individual must:
 - (1) be a voting member in good standing at the time of his nomination to the Board and
 - (2) be appropriately qualified and experienced for the role and
 - (3) comply with all requirements as stipulated in the Act.
 - ii. To be eligible as President, an individual must:

- (1) have been a voting member in good standing for at least one Membership Year prior to his proposed term of office; and
 - (2) be a voting member in good standing at the time of his nomination to the Board and
 - (3) comply with all requirements as stipulated in the Act and
 - (4) be appropriately qualified and experienced for the role
 - iii. A retiring or former Director is eligible for re-election to the Board providing he meets the rules of eligibility contained elsewhere in these Bylaws.
- d. Election
 - i. A slate of candidates for election to the Board (excepting the Immediate Past President) shall be nominated at least twenty-one days prior to the date of the Annual General Meeting by a nominating committee formed by the Board. The slate of candidates so nominated shall be in the hands of the Secretary not less than fourteen days before the next annual general meeting and shall be thereupon posted on the notice board of the Club and mailed forthwith to all voting members, together with the notice of meeting.
 - ii. Members of the Board, except the Immediate Past President, shall be elected by show of hands by voting members in good standing present at the Annual General Meeting. Each voting member shall have one vote for each single office.
 - iii. Election of Officers. The offices of President, Vice-president, Secretary, and Treasurer shall be elected by show of hands for each position by eligible voting members at the Annual General Meeting. Officers shall be elected prior to election of remaining Board Members.
- e. Vacancies
 - i. A member of the Board shall be deemed to have vacated office when:
 - (1) he ceases to be a voting member in good standing of the Club; or
 - (2) he fails, without good cause, to meet the expectations of the majority of the other Board Members with respect to the position held and he is removed by a resolution of the Board; or
 - (3) he, through a letter to the Board, resigns his position on the Board.

- ii. In the event of any vacancy on the Board, the Directors remaining may select an eligible member to fill the vacancy until the next annual general meeting or reassign the duties among other Board members.
 - iii. A member who has previously vacated his Directorship shall be eligible for re-election at any subsequent Annual General Meeting providing he meets the rules of eligibility contained elsewhere in these Bylaws.
- f. Powers and Procedures of the Board
- i. The Board shall have the power to remove a director from his position subject to a resolution from a majority of all directors.
 - ii. The Board shall have full power from time to time to make such Rules and Regulations as they may think fit provided that such Rules and Regulations are consistent with the Constitution of the Club, these Bylaws and the Act.
 - iii. The Board has the authority to appoint contractors to manage the affairs of the Club subject to the provisions of the Act.
 - iv. The Board shall have power from time to time, with the authority of a majority vote at a General Meeting, to borrow or secure by guarantee or otherwise, money for the furtherance of the purposes of the Club and to secure repayment thereof. For said purposes, the Board may, on behalf of the Club, make, draw, accept, or endorse promissory and other negotiable instruments, chattel or other mortgages, and all instruments creating indebtedness or collateral security, and generally shall have power on behalf of the Club to make and complete all necessary banking arrangements including loans.
 - v. The Club may also for the purpose of carrying out its objectives borrow or raise or secure the payment of money by the issue of debentures, subject always to the provisions of the Act.
 - vi. Meetings of the Board:
 - (1) The Board shall meet at least once in every sixty days at such times and places as shall be agreed upon by the Directors.
 - (2) A majority of all elected Directors present at the time when the meeting proceeds to business shall constitute a quorum.

- (3) All questions arising at any meeting of the Board shall be decided by a majority of votes of the Directors present and in the case of an equality of votes, the Chair shall have a deciding vote.
- (4) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is valid and effective as if passed at a meeting of the Board.
- (5) The Board shall not be empowered, without the authority of a majority vote at a General Meeting of the Club, to purchase or sell capital assets in excess of \$10 000.
- (6) Except if expressly permitted by a resolution of the voting members of the Club, no Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.
- (7) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of directors in office.
- (8) No rule, made by the Club in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (9) A contract or other record to be signed by the Club must be signed on behalf of the Club: (a) by the President, together with one other director, (b) if the President is unable to provide a signature, by the Vice-President together with one other director, (c) if the President and Vice-President are both unable to provide signatures, by any 2 other directors, or (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Club.

Article 8. Committees

- a. Standing committees of the Club shall be appointed by the President with the consent and approval of the Board.

- b. The Board may from time to time create other committees, standing or special, or task groups, as they may desire, and provide for the manner of the appointments and the terms of reference. The right, powers and duties of all committees shall at all times be subject to the power of the Board and any member of any committee may be removed by a majority of the Board.
- c. At least one member of the Board shall be designated by the President to be a member of each committee, either in an ex-officio capacity or as Chair.
- d. Meetings of any committee of the Board shall be held at the discretion of the Chair of such committees, and a majority of members of such committees shall constitute a quorum thereof.

Article 9. Accounts

- a. The Board shall cause true accounts to be kept of:
 - i. all sums of money received and expended and the matters in respect of which the receipts and expenditures take place.
 - ii. assets and liabilities
 - iii. all other transactions affecting financial position.
 - iv. lists of members:
 - 1. to be kept electronically and updated regularly
 - 2. by membership class and reported to each meeting of the Board by the membership director.
 - v. Where Special Events take place, separate accounts for income and expenditure shall be kept.
- b. The Board shall lay before the members of the Club at the Annual General Meeting each year a financial statement made up to the previous 31st day of March, showing income and expenditure of the Club during the preceding fiscal year ending on that date, and the state of the Club's accounts and its assets and liabilities. A copy of this statement shall be posted on the bulletin board. Additional copies shall be available for members at the annual general meeting.

- c. All contemplated expenditures in excess of \$1000 must be approved by the Board before actual expenditure is made on behalf of the Club except where a director has prior authorization for budgeted but unspecified expenditures.
- d. All books, accounts and records of the Club shall be open for inspection by the Officers and Directors at all reasonable times, and for inspection by members of the Club in good standing upon application to the Board, with two weeks notice in writing.

Article 10. Independent Accountants Review

- a. Except if otherwise indicated by the Act, the Board shall annually appoint an independent accountant or accounting firm (who are not members of the club) to examine the Club's accounting records and financial statements. The engagement can be on a Review or Notice to Reader basis performed by a Chartered Professional Accountant.

Article 11. Visitors

- a. Members are responsible for visitors and shall identify such a person as a visitor or guest when booking a court.
- b. Fees and regulations relating to visitors shall be established from time to time by the Board and published in the Rules and Regulations on the Club website for the information of the members.

Article 13. Alteration of Bylaws

- a. These Bylaws may be amended, revised, repealed or added to:
 - i. By the members at the meeting of members by Special Resolution; or
 - ii. By a member in the form of a Member Proposal. Member Proposals that amend the Bylaws will be submitted to the members at the meeting of members and the voting members may confirm or reject the Bylaws amendment by Special Resolution.

Article 14. Winding Up

- a. The Club may be wound up on passing a member resolution for that purpose and subject to the provisions of the Societies Act. In the event of the Club being wound up, such surplus as may remain after all liabilities shall have been paid and assets liquidated shall be divided among the Adult, Senior, Honorary, Discretionary, and any other voting members who have been members in good standing for at least two fiscal years immediately prior to the year in which winding-up takes place, and who are in good standing at the date of winding up.
- b. The decision of the Board at the date of winding up as to those members entitled to participate in the distribution of the Club surplus shall be conclusive, subject to the provisions of Article 14, subsection (a) of these Bylaws.

Article 15. Club Operations

- a. The operations of the Society are to be chiefly carried on in the Municipality of West Vancouver, British Columbia.