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File Number: S-57810

OKANAGAN ATHLETICS CLUB SOCIETY

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on February 01, 2011

RON TOWNSHEND
Registrar of Companies

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is **Okanagan Athletics Club Society**
2. The purposes of the society are:
 - a) To promote, cultivate, and foster an interest in the sport of track and field.
 - b) To provide the highest possible level of coaching, by supporting coach development.
 - c) To encourage personal pursuit of excellence, at all levels of performance.
 - d) To cooperate with any other society, club, association, or person for the purpose of furthering the objectives of the Society, including without limitation, BC Athletics.
 - e) To promote the athletes' personal development by instilling a sense of respect, self-discipline, responsibility, and fair play.
 - f) To adopt and enforce the rules and regulations as developed by the International Amateur Athletics Federation, Athletics Canada, and by BC Athletics.
3. The activities and purposes of the Society must be carried on without the purpose of gain for its members and any income, profits or other accretions to the Society must be used in promoting the purposes of the Society.
4. In the event of the dissolution or winding up of the Society and after the payment, or satisfaction of its debts, liabilities, and obligations, the remaining property and assets of the Society, including any unexpended income, must be given or transferred to a non profit organization with similar purposes pursuant to section 149(1)(f) or (l) of the *Income Tax Act* (CDN).
5. Paragraphs 3 and 4 of the Constitution are alterable in accordance with the *Society Act*. ✓

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 – Interpretation

- 1.1 In these By-laws, unless the context otherwise requires:
 - a) "Directors" means the Directors of the Society for the time being;
 - b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) "Registered Address" of a member means his/her address as recorded in the register of members;
 - d) "Executive" means the Executive Committee, as defined herein;
 - e) "Registered Athlete" means any person who having paid his/her BC Athletics Association fees and the Society club registration fees is a member in good standing, and is eligible for competition as an amateur athlete under the rules of Athletics Canada.
- 1.2 The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

- 2.1 The members of the Society are those who have become members in any of one of the five categories described herein, in accordance with these By-laws, and who have not ceased to be members.
- 2.2 There are five categories of membership in the Society:
 - a) "Founding Member" being the applicants for incorporation of the Society, which Founding Member is a voting member;
 - b) "Member Athlete" being any person having paid his/her current BC Athletics Association and the Society's fees, which Member Athlete, if of the age of majority, is a voting member and which Member Athlete, if a minor, is a non-voting member;
 - c) "Paid Member" being the parent or guardian of a minor Member Athlete who has joined the Society and has paid a fee of \$1.00 in consideration thereof, which Paid Member is a voting member;
 - d) "Associate Member" being any person involved in the activities of the Society as a coach, Director or Officer, which Associate Member is a voting member, unless

otherwise stated herein;

- e) "Honorary Member" being any person granted membership in the Society in an honorary capacity by the Directors of the Society, which Honorary Member is a non-voting member.
- 2.3 Membership in the Society is not transferable.
- 2.4 Every member must uphold the constitution and comply with these By-laws.
- 2.5 The Directors may determine the membership dues, if any. The Directors may waive in whole or in part the membership dues.
- 2.6 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.
- 2.7 A Register of Membership must be maintained by the Society.
- 2.8 A member shall cease to be a member of the Society:
- a) By notifying the Executive Committee in writing to that effect and on receipt by the Executive Committee of such notice the member shall cease to be a member of the Society;
 - b) On his/her death or in the case of dissolution of the Society;
 - c) On being expelled;
 - d) Upon failure to pay his/her membership fees, dues, and liabilities within 30 days of the due date as approved in these By-laws and may not rejoin the Society without full payment of all dues, fees, and liabilities due to the Society except by discretion of the Executive Committee.
- 2.9 The Directors shall have the power by a special resolution of the members to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or in conflict with the interest or reputation of the Society or

who wilfully commits a breach of the Constitution, By-laws, or rules and regulations of the Society.

- a) No member shall be expelled or suspended as foresaid without being notified of the charge or complaint against him/her, or without having first been given an opportunity to be heard by the Directors at a meeting the Directors called for that purpose.
- b) Notice of intention to suspend or expel a member, setting forth the reasons for such intended suspension or expulsion and fixing the time and place for the meeting at which the resolution to suspend or expel shall be heard by the Directors, shall be sent to that member's last known address not less than seven (7) days prior to the meeting.
- c) Notice of the Directors' meeting shall be conclusively deemed to have been properly given if mailed to the last known address of such member at least seven (7) days prior to the day of the meeting.

2.10 A suspended or expelled member may appeal his/her suspension or expulsion at a general meeting of the Executive Committee, by giving written notice of intention to appeal, to the Secretary of the Society setting out in such notice the grounds for his/her appeal. The Secretary shall give notice to the Directors, fixing a date for the Appeal Hearing not more than thirty (30) days after receipt of such notice by the suspended or expelled member.

2.11 Any member who resigns, withdraws, is suspended or expelled from the Society shall forthwith forfeit any rights, claims, and interest arising from or associated with membership in the Society.

Part 3 – Meetings of Members

3.1 General meetings of the Society must be held at the time and place, in accordance with The *Society Act*, that the Directors decide.

3.2 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

- 3.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of Meetings:
- a) Must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
 - b) The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting must be held at least once every calendar year, and not more than 15 months after holding the last preceding Annual General Meeting.

Part 4 – Proceedings at General Meetings

- 4.1 Special Resolutions are required with respect to:
- a) All business at an extraordinary general meeting except the adoption of rules of order, and
 - b) All business conducted at an Annual General Meeting, except the following:
 - (i) The adoption of the rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the Directors;
 - (iv) The report of the auditor, if any;
 - (v) The election of Directors;
 - (vi) The appointment of the auditor, if required; and
 - (vii) The other business that, under these By-laws, ought to be conducted at an Annual

General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice of convening the meeting.

- 4.2
- a) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, must be conducted at a general meeting at a time when a quorum is not present.
 - b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended.
 - c) The majority of the Executive Committee present represent a quorum at a general meeting provided that a minimum of three (3) voting Directors is present.
 - d) At an Annual General Meeting the members present constitute a quorum.

4.3 Chairperson of a General Meeting

- a) The President of the Society, the Vice-president, or in the absence of both, one of the other Directors present, must preside as Chairperson of a general meeting.

4.4 Adjournment of a General Meeting

- a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- c) Except as provided in this By-law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.5 Voting at a General Meeting

- a) The Chairperson of a meeting may move or propose a resolution.
- b) No resolution proposed at a meeting need be seconded.

- c) Each member of the Society is entitled to attend and speak at all general meetings of the Society and each voting member shall be entitled to vote on any resolution at a general meeting, pursuant to the voting rights set out in Part 2.2.
- d) Each voting member is entitled to one vote on any resolution.
- e) In case of an equality of votes the Chairperson does not have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution does not pass.
- f) Voting may be by show of hands or by secret ballot at the discretion of the Chairperson, except that the voting for Directors and Officers shall always be conducted by secret ballot.
- g) Voting by proxy is not permitted.

Part 5 – Directors and Officers

5.1 Powers of the Directors

- a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
 - (i) All laws affecting the Society;
 - (ii) These By-laws and;
 - (iii) Rules, not being inconsistent with these By-laws, that are made from time to time by the Society in general meeting.
- b) The powers of the Directors includes the power to make such Rules and Regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Society, subject to the approval of the members at the following general meeting, and such Rules and Regulations are binding on the members and those participating in the Society's activities.
- c) No Rule, made by the Society in general meeting, invalidates a prior act of the

Directors that would have been valid if that Rule had not been made.

5.2 Numbers of Directors

- a) There shall be a minimum of five Directors – the President, Vice-president, Treasurer, Secretary, and the Registrar. These Directors, as well as the Head Coach and the Manager form the Executive Committee of the Society.
- b) The President, Vice-president, Treasurer, Secretary, and the Registrar shall be voting members of the Executive Committee. The Head Coach and the Manager shall be non-voting members of the Executive Committee.
- c) The number of Directors shall be five or a greater number determined from time to time at a general meeting.
- d) The President, Vice-president, Secretary, Treasurer, and the Registrar, shall be the Officers of the Society.
- f) The offices of Secretary and Treasurer may be held by one person who is known as the Secretary-Treasurer, in which case, the fifth (5th) Officer must be elected at an Annual General Meeting.
- g) The Officers are assisted by a number of Directors, whose duties are determined by the Executive Committee in general meeting. The number of Directors shall be determined by availability of members to be elected. As members, Directors can vote at all meetings of the Society.

5.3 Election of Directors and Officers

- a) The first Directors shall retire at the first Annual General Meeting following the incorporation.
- b) Directors must retire from office at each Annual General Meeting terminating their respective term, at which time the vacated position shall be refilled by election.
- c) Separate elections must be held for each office to be filled.
- d) An election may be by acclamation; otherwise it must be by secret ballot

e) If no successor is elected the person previously elected or appointed continues to hold office.

f) Subject to 5.2 f) (above), each office of the Executive Committee must be held by a separate individual.

5.4 Appointment of Directors

a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.

b) A Director so appointed holds office only until the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

5.5 Resignation of a Director

a) If a Director resigns his/her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to fill the vacancy.

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

5.6 Removal of a Director

a) The members may by Special Resolution remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

5.7 Remuneration for Directors

a) A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

b) The Society must take reasonable steps to ensure that no conflict of interest exists if one of its Directors, or any member of the Executive Committee, also acts as an employee, or contracted provider of goods or services.

Part 6 – Proceedings of Directors

6.1 Meetings

- a) The Directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b) Quorum shall be a majority of the Executive Committee, provided that a minimum of three (3) voting Directors is present.
- c) The President is the Chairperson of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-president must act as Chairperson; but if neither is present the Directors present may choose one of their numbers to be Chairperson at that meeting.
- d) A Director may at any time request a meeting and the Secretary, on the request of a Director, must convene a meeting of the Directors.

6.2 Committees

- a) The Directors may delegate any, but not all, of their powers to committees consisting of a Director and members of the Society as they see fit.
- b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in the exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- c) A committee must elect a Chairperson of its meetings; but if no Chairperson is elected, or if at a meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of

the committee must choose one of their number to be Chairperson of the meeting.

- d) The members of the committee may meet and adjourn as they think proper.
- e) For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- h) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, or email, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (i) No notice of meeting of Directors must be sent to that Director; and
 - (ii) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

6.3 Voting

- a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- b) In the case of an equality of votes the Chairperson does not have a second or casting vote.

6.4 No resolution proposed at a meeting of Directors or a committee of Directors need be Seconded and the Chairperson of a meeting may move or propose a resolution.

6.5 A resolution in writing, signed by all of the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 – Duties of Directors and Officers

7.1 A member of the Directors must act honestly and in good faith and in the best interests of the Society.

7.2 A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of his/her interest to each Director and otherwise comply with the requirements of the *Society Act*.

7.3 The President:

- a) Must preside at all meetings of the Society and of the Directors;
- b) Is the Chief Executive Officer of the Society and must supervise the other Officers in the execution of their duties.

7.4 The Vice-president must carry out the duties of the President during his/her absence.

7.5 The Secretary must:

- a) Conduct the correspondence of the Society;
- b) Issue notices of meetings of the Society and Directors;
- c) Keep minutes of all meetings of the Society and Directors;
- d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- e) Have custody of the common seal of the Society, if any.

7.6 The Treasurer must:

- a) Keep the financial records, including books of account, necessary to comply with the *Society Act*;
- b) Render financial statements to the Directors, members and others when required.

- c) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
- d) If a Secretary Treasurer holds office, the total number of Directors must not be less than five (5) or a greater number.
- e) In the absence of a Secretary from a meeting, the Directors must appoint another person to act as Secretary at that meeting.

7.7 The Registrar must:

- a) Be charged with the registration of the Society's Club Athletes, Directors, Officers, and Coaches with the BC Athletics Association, and enter Club Athletes for competition, when so required.
- b) Maintain the Register of Members.

7.8 The Head Coach must:

- a) Fulfill the obligation of his/her contract with the Society.

7.9 The Manager must:

- a) Fulfill the obligations of his/her contract with the Society.

7.10 The Immediate Past President

- a) The Immediate Past President may be an Honorary Member of the Executive Committee, assist the President and Vice-president in their duties, and provide advice and counsel to the Directors on the request of the President.
- b) The Immediate Past President does not have voting rights.

Part 8 – Seal

8.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The common seal must be affixed only when authorized by a resolution of the

Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or the President and Secretary Treasurer.

Part 9 – Borrowing

- 9.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 9.2 No debenture must be issued without the sanction of a Special Resolution.
- 9.3 The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 10 – Auditor

- 10.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of the auditor.
- 10.3 At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6 A Director or employee of the Society must not be its auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – Notice to Members

- 11.1 A notice may be given to a member, either personally or by mail, or by email to the member at the member's registered mailing address, or email address.
- 11.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been given on the day that it was sent.
- 11.3 Notice of a General Meeting must be given to:
- a) Every member shown on the Register of Members on the day notice is given, and
 - b) The auditor, if Part 10 applies.
 - c) No other person is entitled to receive a notice of a general meeting.

Part 12 – By-laws

- 12.1 On being admitted to the membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and By-laws of the Society.
- 12.2 These By-laws must not be altered or added to except by Special Resolution.

Part 13 – Miscellaneous

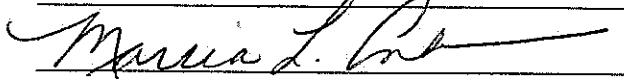
- 13.1 Special Resolution
- a) For all purposes of the Society "Special Resolution" is defined in the *Society Act* and includes a resolution passed by a three-quarter (3/4) majority of the votes cast by those voting members present in person at a general meeting of which notice


specifying the intention to propose the said resolution as Special Resolution has been
duly given.

Dated January 27, 2011 ✓

WITNESSES

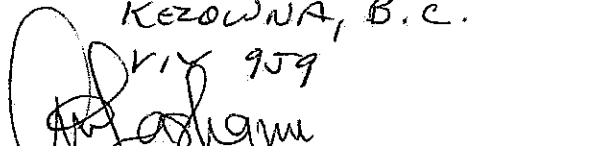
APPLICANTS FOR INCORPORATION

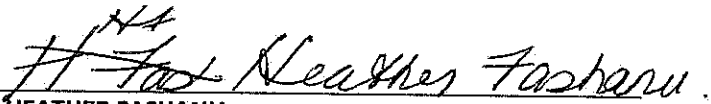

Name: MARCIA L. ANKERMAN


KEITH ANKERMAN

Address: 1169 CERISE DR.
KELOWNA, B.C.

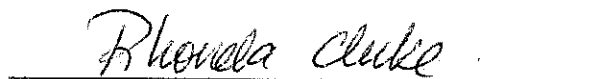
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KELOWNA, BC V1Y 9J9

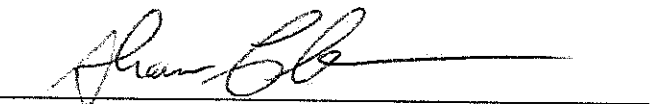

Name: ADEREMI FASHANU


HEATHER FASHANU

Address: 1103 CHILCOTIN COURT
KELOWNA, B.C.
V1V 1W4

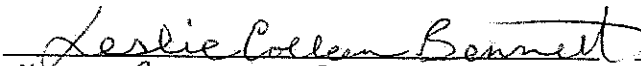
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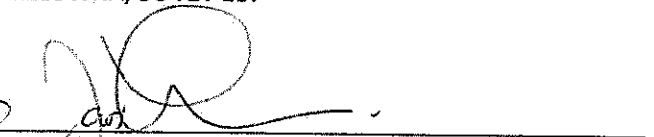

Name: RHONDA CLERKE


SHAWN CLERKE

Address: 1360 MCKINLEY RD.
KELOWNA, BC
V1V 2B7.

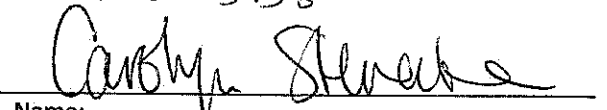
1360 MCKINLEY RD
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Name: Colleen Bennett


JAN FISHER

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Name: CAROLYN STEVENSON


ANDY STEVENSON

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315 PROVIDENCE AVE
KELOWNA, BC V1W 5A5