NORTH SHORE MOUNTAIN BIKE ASSOCIATION

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the members ("**Members**") of North Shore Mountain Bike Association (the "**NSMBA**") will be held at Delbrook Community Recreation Centre, 851 West Queens Road, North Vancouver, BC, Canada, V7N 4E3 on Thursday, November 26, 2026, at 7:00 p.m. (Vancouver time), for the following purposes:

(1) to receive the financial statements of the NSMBA for the years ended October 31, 2026, and 2025 together with the notes thereto;

(2) to fix the number of directors to be elected at the Meeting;

(3) to elect directors of the NSMBA for the ensuing year;

(4) to consider, and, if deemed advisable, to pass, with or without variation, a special resolution approving and adopting amended and restated bylaws of the NSMBA, a copy of which is attached hereto as Schedule A; and

(5) to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Members who are unable to attend the Meeting in person may attend and vote at the Meeting virtually by pre-registering at https://us06web.zoom.us/meeting/register/fXJoWLZaRuGfPmS5jTMGbA prior to 5:00 p.m. (Vancouver time) on November 26, 2026.

Details regarding the proposed director nominees will be made available at https://nsmba.ca/board-of-directors-candidates/ prior to the Meeting. Further details regarding the business to be conducted at the Meeting are set forth below.

DATED at Vancouver, British Columbia this 5th day of November 2026.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Steve Lionais"

Steve Lionais
Chair of the Board of Directors

Particulars of Matters to be Acted Upon

Presentation of Financial Statements

At the Meeting, the financial statements of the NSMBA for the years ended October 31, 2026, and 2025, together with the notes thereon, will be placed before the Members.

Fixing the Number of Directors to be Elected

The NSMBA's board of directors presently consists of ten (10) directors. Directors are elected for a two (2) year term. The NSMBA's bylaws provide that it shall have no less than three (3) and no more than twelve (12) directors at any time. The term of office for five (5) of the current directors will expire at the Meeting. At the Meeting, Members will be asked to set the number of directors to be elected at the Meeting.

Election of Directors

The term of office for five (5) of the current directors will expire at the Meeting. At the Meeting, individuals who applied to be a director of the NSMBA (the "**Director Nominees**") will be presented for election at the Meeting. Details regarding each of the Director Nominees will be made available at https://nsmba.ca/board-of-directors-candidates/ prior to the Meeting. Such details will include the name and occupation of each Director Nominee, a brief biography of the Director Nominee, the NSMBA's evaluation of the Director Nominee against the board selection criteria and skills matrix, and will identify whether the NSMBA recommends that Members elect the Director Nominee. At the Meeting, each Director Nominee will have two (2) minutes to address the Members. Director Nominees will be elected on an individual basis and not as members of a slate.

Amendments to the Bylaws

At the Meeting, Members will be asked to approve a special resolution approving and adopting amended and restated bylaws of the NSMBA, in the form attached hereto as Schedule A (the "**Bylaw Amendments**").

The Bylaw Amendments are primarily intended to ensure compliance with the *Societies Act* (British Columbia), the governing statute of the NSMBA, and the *Income Tax Act* (Canada), under which the NSMBA is a registered charity. The Bylaw Amendments are also intended to modernize the NSMBA's existing bylaws and reflect the ongoing growth and maturation of the NSMBA. To allow Members to easily review the proposed Bylaw Amendments, a "track changes" format of the Bylaw Amendments is attached hereto as Schedule B.

The text of the special resolution that will be placed before Members at the Meeting approving and adopting the Bylaw Amendments is set forth below:

> "**BE IT HEREBY RESOLVED**, as a special resolution of the Members of North Shore Mountain Bike Association (the "NSMBA"), that:
>
> 1. the amended and restated bylaws in the form attached as Schedule A to the Notice of Annual General Meeting dated November 5, 2026 are hereby approved and adopted;

2. any director or officer of the NSMBA is hereby authorized and directed, for and on behalf of the NSMBA, to file, or cause the filing of, such bylaws with the with Registrar; and

3. any director or officer of the NSMBA is hereby authorized and directed, for and on behalf of the NSMBA, to execute and deliver or cause to be executed and delivered, all other agreements, certificates, instruments and documents, and to perform or cause to be performed, all acts and other things, as such director or officer considers necessary, desirable or useful to give full force and effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by such execution and delivery or performance thereof."

In order to be effective, the foregoing resolution must be passed by not less than two-thirds (2/3) of the votes cast by Members on the resolution. **The Board recommends that Members vote to approve the Bylaw Amendments.**

Other Business

As of the date of this Notice of Meeting, there are no items of business to be considered at the Meeting other than as set forth above.

SCHEDULE A
Amended and Restated Bylaws

(see attached)

GENERAL BYLAWS OF NORTH SHORE MOUNTAIN BIKE ASSOCIATION

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GENERAL BYLAWS OF NORTH SHORE MOUNTAIN BIKE ASSOCIATION

A bylaw relating generally to the conduct of the business and affairs of North Shore Mountain Bike Association is made as follows:

PART 1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

(a) **"Act"** means the Societies Act of British Columbia as amended from time to time;

(b) **"Annual General Meeting"** means the meeting of Members held once a calendar year in accordance with and subject to the Act;

(c) **"Board"** means the directors of the Society for the purposes of the Act;

(d) **"Bylaws"** means these bylaws as altered from time to time;

(e) **"Extraordinary General Meeting"** means any general meeting of the Members held in accordance with these Bylaws other than an Annual General Meeting;

(f) **"General Meeting"** means the Annual General Meeting or an Extraordinary General Meeting;

(g) **"Member"** means a member of the Society;

(h) **"Membership Fees"** means the annual membership and enrollment fees, and any other

fees of membership;

(j) **"Ordinary Business"** has the meaning set out in Section 3.3;

(k) **"Ordinary Resolution"** means any of the following:

(i) a resolution passed at a General Meeting by a simple majority of the votes cast by the Members in good standing entitled to vote on that resolution; and

(ii) a resolution consented to in writing, after being sent to all Members in good standing, by at least 2/3 of such Members in good standing entitled to vote on that resolution;

(l) **"Policies"** has the meaning set out in Section 11.1;

(m) **"Senior Manager"** has the same meaning as set out in the Act;

(n) **"Special Business"** means all business at a General Meeting, except Ordinary Business;

(o) **"Special Resolution"** means any of the following:

(i) a resolution passed at a General Meeting by at least 3/4 of the votes cast by the Members in good standing entitled to vote on that resolution; and

(ii) a resolution consented to in writing by all of the Members in good standing entitled to vote on that resolution;

(p) **"Society"** means North Shore Mountain Bike Association.

1.2 Definitions in the Act Apply

Except where otherwise provided, the definitions in the Act apply to these Bylaws.

1.3 Numbering, Headings and Construction

(a) Numbering and headings in these Bylaws are provided for convenience only and do not affect the meaning or interpretation of these Bylaws.

(b) Any reference to gender includes all genders. Words importing the singular number only include the plural and vice versa.

(c) Wherever the words "include", "includes" or "including" are used in these Bylaws, they will be deemed to

be followed by the words "without limitation" and the words following "include", "includes" or "including" will not be considered to set forth an exhaustive list.

1.4 Conflict Between Act, Bylaws, Policies or Regulations

(a) In the event there is any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.

(b) In the event there is a conflict between these Bylaws and any Policies, procedures or resolutions duly passed by the Society, the terms of these Bylaws shall prevail.

PART 2. MEMBERS

2.1 Application for Membership

(a) A person may apply to the Board for membership in the Society by:

(i) submitting an application, in the form set out by the Board pursuant to Section 2.1(c); and

(ii) unless determined otherwise by the Board, paying the applicable Membership Fees.

(b) A person becomes a Member upon the Board's acceptance of such person's submitted membership application. For greater certainty, any person under the age of 19 may be a Member of the Society.

(c) The form of any application for membership, the terms and conditions of being accepted as a Member of the Society, and the rights and benefits of being a Member of the Society shall be determined by the Board and may be amended from time to time by the Board.

2.2 Duties of Members

Each Member must uphold and comply with the Act, Constitution, Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

2.3 Amount of Membership Fees

(a) The Membership Fees payable by the Members shall be established by the Board and may be amended by the Board from time to time. For greater certainty, the Board may at any time add, remove or modify Membership Fee categories and the Board may set different Membership Fees for different Members (by way of example only, Membership Fees payable by adults may differ from Membership Fees payable by youths, students, families or corporate groups). For greater certainty, the setting of different Membership Fees or Membership Fee categories (e.g., Youth/Student, Adult, Family, Super or Corporate) shall not be deemed to create different Member classes or Member rights.

(b) No Member who is suspended, is terminated or resigns as a Member of the Society, or otherwise ceases to be a Member for any reason, is entitled to any refund of Membership Fees.

2.4 Member in Good Standing

All Members are in good standing except a Member:

(i) who has failed to pay the Membership Fees that are due and owing from such Member, if any, and such Member remains not in good standing for so long as such Membership Fees remain unpaid;

(ii) who is otherwise owing any debt or liability to the Society unless otherwise agreed to by the Board; or

(iii) who is suspended, in accordance with Section 2.7.

2.5 Rights and Benefits of Member in Good Standing

Subject to the Act and Section 2.1(c), a Member in good standing shall:

(i) have the right to vote at a General Meeting;

(ii) have the right to consent to any resolution of the Members;

(iii) have, subject to the requirements of the Act, the right to run for and hold office on the Board; and

(iv) be entitled to any benefits of membership set out herein or established by the Board from time to time.

2.6 Cessation of Membership

A person shall automatically cease to be a Member of the Society upon:

(i) delivering his, her or its resignation in writing to the Board by mailing such resignation to the registered address of the Society;

(ii) such person's death or, in the case of a corporation, society or other entity, on the

dissolution of such corporation, society or other entity;

(iii) having his, her or its membership terminated by the Board in accordance with Section 2.7; or

(iv) having been a Member not in good standing for three (3) consecutive months.

2.7 Termination or Suspension of Membership

(a) Subject to Section 2.7(b) and the Act, a Member may be disciplined, suspended or have its membership in the Society terminated by way of:

(i) a resolution of the Board; or

(ii) a Special Resolution.

(b) Before a Member may be disciplined, suspended or terminated, the Society must:

(i) send to the Member a written notice, which includes a brief statement regarding the proposed discipline, suspension or termination and reasons therefor; and

(ii) provide such Member a reasonable opportunity to make representations to the Society in respect of the proposed discipline, suspension or termination of the Member's membership.

PART 3. GENERAL MEETINGS OF MEMBERS

3.1 Time and Place of General Meeting

General Meetings shall be held at such time and place as the Board determines. A General Meeting may be held in person or as an electronic meeting (as such term is defined in the Act).

3.2 Meeting Requisitions

Members in good standing may requisition a General Meeting in accordance with, and in the manner set out, in the Act. The Board shall act in accordance with the Act in the event any such requisition is received.

3.3 Ordinary Business at General Meeting

At a General Meeting, the following business is considered ordinary business ("Ordinary Business"):

(i) presentation of any financial statements of the Society;

(ii) presentation of the reports, if any, of the auditor;

(iii) fixing the number of directors to be elected at the meeting;

(iv) election or appointment of directors; and

(v) appointment of an auditor, if any.

3.4 Notice of General Meetings

(a) The Board shall provide to the Members, in accordance with the Act, notice of a General Meeting at least seven (7) days and not more than sixty (60) days before such General Meeting.

(b) A notice of a General Meeting must:

(i) specify the date, time and location of the General Meeting;

(ii) include the text of any Special Resolution to be considered at the General Meeting; and

(iii) state the nature of any business, other than Ordinary Business, to be transacted at the General Meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

(c) If the Society has more than 100 Members, notice of a General Meeting shall be deemed to have been sent under this Section 3.4 if:

(i) notice of the General Meeting has been sent by email to the email address of every Member for whom the Society has an email address in the register of members; and

(ii) notice of the General Meeting:

A. is published, at least once in each of the three (3) weeks immediately before the General Meeting, in any newspaper circulated in the Metro Vancouver Regional District area; or

B. is posted, throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members.

(d) Accidental omission to provide notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive such notice will not invalidate any proceedings at that General Meeting.

3.5 Notice Requirements Regarding Approval of Documents

Except as otherwise provided for in the Act and these Bylaws, if any Special Business, including a Special Resolution to be voted upon, at a General Meeting requires the consideration, approval, ratification, adoption or execution of a document or the giving of effect to a document, the notice convening such General Meeting will, with respect to such document, be considered sufficient if such notice indicates that a copy of the applicable document is or will be made available by the Board at a location or website that is maintained by or on behalf of the Society and is accessible by all of the Members prior to the date of such General Meeting.

3.6 Chair of General Meeting

The following individual is entitled to preside as the chair of a General Meeting (in the following order of priority):

(a) the individual, if any, appointed by the Board to preside as the chair; or

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable or unwilling to preside as the chair:

(i) the Chair of the Board,

(ii) the Vice Chair of the Board (if any),

(iii) the Executive Director of the Society, or

(iv) one of the other directors present at the General Meeting.

3.7 Alternate Chair of General Meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the Members in good standing who are present at such General Meeting must elect an individual present at such meeting to preside as the chair.

3.8 Quorum Required

No Ordinary Business or Special Business, other than the election of the chair of the General Meeting and the adjournment or termination of the General Meeting, must be transacted at a General Meeting unless a quorum of Members in good standing is present.

3.9 Quorum for General Meetings

Subject to Sections 3.10 and 3.11, the quorum for the transaction of business at a General Meeting is 3 Members

in good standing or 1% of the Members in good standing at such time, whichever is greater. For the purposes hereof, a Member who submits a vote by advance ballot shall be deemed to be present at the General Meeting for purposes of determining whether a quorum is present.

3.10 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of Members in good standing is not present:

(i) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and

(ii) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members in good standing who are present shall constitute a quorum for that meeting.

3.11 If Quorum Ceases to be Present

Once a quorum has been determined to be present at the commencement of a General Meeting, a quorum will be deemed to be present throughout the General Meeting.

3.12 Adjournments by Chair

The chair of a General Meeting may or, if so directed by the Members in good standing at the meeting by Ordinary Resolution, shall adjourn the meeting from time to time and from place to place, but no Ordinary Business or Special Business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.13 Notice of Continuation of Adjourned General Meeting

It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.14 Methods of Voting

Votes at General Meetings may be cast either personally at the General Meeting or, if approved by the Board, by advance voting. Subject to this Section 3.14, every question submitted to any General Meeting shall be decided on a show of hands, except when a ballot is required by the chair of the meeting or is demanded by a Member entitled to vote at the General Meeting or is otherwise required by the Act. A Member may demand a ballot either before or after any vote by a show of hands. At every General Meeting at which Members are entitled to vote, each Member in good standing shall have one vote.

The Board may authorize advance voting by mail, secure electronic ballot or other electronic means. If the Board authorizes advance voting in respect of a matter to be put before Members at a General Meeting, the notice of meeting or voting materials sent with that notice shall describe the advance voting procedure. An advance ballot will only be valid if (i) it is submitted by a Member in good standing entitled to vote on the applicable matter, (ii) it is submitted in the form and manner specified in the voting instructions, and (iii) it is received by the Chair of the Board before the voting deadline specified in the voting instructions.

In the case of an equality of votes, the chair of the General Meeting shall not have a second or casting vote.

3.15 Announcement of Result

The chair of a General Meeting must announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

3.16 Proxy Voting not Permitted

No Member shall be permitted to appoint a proxy to attend or vote at a General Meeting.

3.17 Matters Decided at General Meeting by Ordinary Resolution

A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting

threshold than the threshold for an Ordinary Resolution.

3.18 Minutes of General Meetings

Minutes of a General Meeting shall be taken and kept with the records of the Society. Any person in attendance may be appointed by the chair of the General Meeting to act as the secretary in taking minutes for a General Meeting.

PART 4. DIRECTORS

4.1 Number of Directors on Board

The Society must have no fewer than 3 and no more than 12 directors, and the number of directors within such range shall be as determined by the Board.

4.2 Qualifications of Directors

Each member of the Board during his or her term must:

(a) be a Member in good standing;

(b) have consented in writing to being a member of the Board (or was elected or appointed at a meeting at which such member of the Board attended and did not refuse to be a director); and

(c) otherwise be qualified to act as a director of a society under the Act.

4.3 Terms of Office for Directors

(a) Subject to Sections 4.3(b), 4.4(c) and 4.5, each director shall be elected for a term of approximately 2 years and such term shall:

(i) commence at the close of the Annual General Meeting at which such director was

most recently elected as a director; and

(ii) end at the close of the 2nd Annual General Meeting following the Annual General

Meeting at which he or she was most recently elected as a director.

(b) Unless earlier ceased or removed as a director pursuant to Sections 4.6 or 4.10, any Member in good standing appointed by the Board to fill a vacancy on the Board shall hold office commencing on the date of such appointment and shall cease to be a director:

(i) at the end of the unexpired portion of the term of office of the person whose

departure from the office of director created such vacancy; or

(ii) in accordance with Section 4.4(c)(iv).

4.4 Board Acclamation, Appointment or Election

(a) Unless otherwise determined by the Board, for continuity purposes, the term of office of the directors shall be staggered such that at each Annual General Meeting one-half of the positions on the Board shall be filled by way of election at such Annual General Meeting. For greater certainty, at the close of each Annual General Meeting, one-half of the directors shall have terms that will expire at the next Annual General Meeting.

(b) Subject to Sections 4.4(c) and 4.5, at each Annual General Meeting, the Members in good standing shall elect or appoint, from the candidates for director, the directors to hold office in the vacant positions as set forth in Section 4.4(a).

(c) If at any Annual General Meeting the number of candidates standing for election as directors is less than or equal to the number of vacant director positions to be filled at such Annual General Meeting, the following shall occur:

(i) candidates at such election shall be elected by acclamation into the vacant director positions;

(ii) if, upon election by way of acclamation as described in Section 4.4(c)(i), there are any vacant director positions remaining, such director positions may be filled in accordance with Section 4.4(c)(iii);

(iii) subject to Section 4.4(c)(iv), the then Board may (but shall not be required to) appoint any Member in good standing to fill such vacant director position that had not been filled by way of election by acclamation; and

(iv) such person appointed to fill any vacant director position pursuant to Section 4.4(c)(iii) shall hold office as a director for the duration of the term he or she would have served had he or she been elected at the Annual General Meeting at which such vacancy was not filled.

4.5 Directors May Fill Vacancy on Board and Appoint Additional Directors

(a) Subject to Section 4.6(c), the Board may, at any time, appoint a Member in good standing as a director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, removal or incapacity of a director.

(b) The Board may, at any time, appoint one or more Members in good standing as directors to hold office for a term expiring no later than the close of the next Annual General Meeting, but the total number of directors so appointed may not exceed one third (1/3) of the number of directors elected at the previous Annual General Meeting.

4.6 Removal of Director

(a) Any director may be removed from office:

(i) by a Special Resolution; or

(ii) by way of a resolution of the Board consented to by all of the directors, other than the director whose removal is proposed.

(b) Prior to the Board removing any person as a director pursuant to Section 4.6(a)(ii), the Board shall provide a written statement to the applicable director stating the reasons for such removal, and provide such director a reasonable opportunity to address and respond to such reasons.

(c) In the event a director is removed from office by way of a Special Resolution pursuant to Section 4.6(a)(i), the Members may by Ordinary Resolution elect a successor director, who must be a Member in good standing, to fill the vacancy and serve as a director for the remainder of the term of the removed director.

4.7 Appointment of Chair, Vice Chair, Treasurer and Other Officers

(a) The directors annually or as often as may be required shall appoint from among themselves a Chair of the Board.

(b) The Chair of the Board shall, if present, preside as chair at all meetings of the Board. The Chair of the Board shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by the Board.

(c) The directors annually or as often as may be required may appoint from among themselves a Vice Chair of the Board.

(d) The Vice Chair of the Board (if any) shall, if the Chair is not present or unable to act, preside as chair at all meetings of the Board. The Vice Chair of the Board shall have such other powers and shall perform such other duties as may from time to time be assigned to the Vice Chair by the Board.

(e) The directors annually or as often as may be required shall appoint from among themselves a Treasurer unless the Society has engaged another individual to perform the duties of the Treasurer.

(f) The Treasurer (if any) shall be responsible for, or making the necessary arrangements for, (i) receiving and depositing monies collected from the Members or other sources, (ii) keeping complete and accurate accounting records in respect of the Society's financial transactions, (iii) preparing the Society's financial statements, (iv) making the Society's filings with respect to taxes, and (v) such other duties as may from time to time be assigned to the Treasurer by the Board.

(g) The directors annually or as often as may be required may appoint from among themselves such other officers as the Board may consider necessary, advisable or useful.

4.8 Directors at Large

Each director who is elected or appointed to the Board, and is not appointed as Chair, Vice Chair, Treasurer or an officer shall be deemed to be a director at large.

4.9 Director Ceases to Hold Office

A person ceases to hold office as a director:

(a) at the expiry of such director's term as such, if any;

(b) on such director's death;

(c) on delivery of a signed resignation from such director to the Board; or

(d) if such director is removed pursuant to these Bylaws or the Act.

4.10 No Invalidity of Actions

No act or proceeding of the Board is invalid only by reason of there being fewer than the prescribed minimum number of directors in office.

PART 5. DIRECTORS' MEETINGS

5.1 Calling Directors' Meeting

A directors' meeting may be called by the Chair of the Board, the Executive Director of the Society or any director.

5.2 Notice of Directors' Meeting

Notice of the time and place for the holding of any meeting of directors or of any committee of directors shall be sent to each director, or each director who is a member of such committee, as the case may be, not less than 48 hours before the time of the meeting; provided that a meeting of directors, or of any committee of directors, may be held at any time without notice if all the directors or members of such committee are present (except where a director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors waive notice of the meeting.

5.3 Proceedings Valid Despite Omission to Give Notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of such a notice by a director, does not invalidate proceedings at the meeting of the Board.

5.4 Conduct of Directors' Meetings

Subject to the Act and these Bylaws, the directors may regulate their meetings and proceedings as they think fit. For greater certainty, the directors may invite any persons to meetings of the directors.

5.5 Quorum of Directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors then in office.

5.6 Electronic Participation

A director may participate in a meeting of directors or of any committee of directors by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A director participating in such a meeting by such means is deemed for the purposes of the Act and these Bylaws to be present at that meeting.

5.7 Voting

(a) Questions arising at any meeting of directors or committee of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

(b) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors. A resolution in writing dealing with all matters required by the Act or these Bylaws to be dealt with at a meeting of directors, and signed by all the directors entitled to vote at that meeting, satisfies all the requirements

of the Act and these Bylaws relating to meetings of directors.

PART 6. DELEGATION TO SENIOR MANAGERS AND COMMITTEES

6.1 Delegation of Duties of Board

(a) Where permitted by the Act, the Board may from time to time appoint one or more persons as Senior Manager(s) of the Society to have such authority and perform such functions and duties, including the authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society, as the Board may determine from time to time. Two or more offices may be held by the same person.

(b) The Board may establish any committee of the Board, from time to time as it sees fit, to carry out specific activities and functions of the Board and may determine the composition and purpose of such committee at the time of establishment. For greater certainty, the creation of any such committee and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the Members.

(c) A committee of the Board shall be free to determine its own rules and procedures for the conduct of its business and may appoint any advisors as it may deem necessary, subject to:

(i) each committee keeping minutes of its proceedings to report to the Board from

time to time as the Board may require; and

(ii) any rules and/or terms of reference imposed by the Board.

(d) Notwithstanding this Section 6.1, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any Senior Manager or Board committee.

PART 7. REMUNERATION OF DIRECTORS

7.1 Remuneration of Directors

No director shall be entitled to be remunerated for being a director of the Society but a director shall be entitled to reimbursement for any expenses that the director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that approval of same is granted by the Board.

PART 8. INVESTMENTS

8.1 Investments

The Board may, from time to time on behalf of the Society, invest the Society's funds in investments which the Board determines appropriate for the Society.

PART 9. INDEMNIFICATION OF DIRECTORS & SENIOR MANAGERS

9.1 Indemnification

The Society shall indemnify an eligible party (as such term is defined in the Act) in the manner and to the fullest extent permitted by the Act. Without limiting the generality of the foregoing, subject to Section 65 of the Act, the Society shall indemnify an eligible party or its representatives from and against all penalties, expenses and other costs and charges, including all costs reasonably incurred in the defence of an action or proceeding and an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the eligible party is involved because of that association with the Society. The Society shall advance monies to an eligible party for the costs, charges and expenses of a proceeding referred to herein provided the eligible party delivers a written undertaking that, if it is finally determined that the payment of expenses is prohibited by Section 65 of the Act, the eligible party will repay the amounts so advanced. The provision for indemnification contained herein will not be deemed to be exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of Members or directors or otherwise. To the extent permitted by law, no eligible party will be liable for the acts, omissions, receipts, neglects or defaults of any other eligible party or employee of, or other person acting for or on behalf of the Society.

9.2 Society to Apply for Court Approval

The Society may apply to the Supreme Court of British Columbia for any approval that may be required to make

the indemnities in this Part effective and enforceable.

9.3 Deemed Contract of Indemnification

Upon being elected, appointed, or otherwise engaged by the Society, each eligible party is deemed to have contracted with the Society on the terms of this Part 9.

9.4 Insurance

Subject to the Act, the Board may cause the Society to purchase and maintain insurance for the benefit of an eligible party or its representatives against any liability that may be incurred by reason of the eligible party being or having been a director, officer or Senior Manager of the Society or holding or having held an equivalent position with a subsidiary of the Society.

PART 10. ACCESS TO RECORDS OF THE SOCIETY

10.1 Locations of Records

Unless otherwise determined by the Board, the minutes of meetings of the Board and of General Meetings shall be kept in the registered office of the Society.

10.2 Inspection by Members

(a) Unless otherwise determined by the Board, subject only to Section 24(2)(a) of the Act, no Member is entitled to inspect or obtain a copy of any of the records of the Society described in Section 20(2) of the Act.

(b) Any Member wishing to inspect the records of the Society, which they are permitted to inspect under the Act and these Bylaws, shall provide a written request to the Board and arrange an appointment which, unless otherwise determined by the Board, shall be no earlier than three (3) business days from the date of such request, to inspect such records of the Society. Unless otherwise determined by the Board, any such inspection shall occur during normal business hours on a business day.

PART 11. POLICIES

11.1 Establishing Policies for the Society

The Board may establish policies from time to time ("Policies"), which are intended to provide guidance to Members and/or to the Board regarding the business and affairs of the Society, as such policies may be amended by the Board from time to time.

11.2 Amendment or Cancellation of Policies

Any Policy, established or amended pursuant to Section 11.1 may be amended, cancelled or retracted at any time, without notice, by the Board.

PART 12. INCOME TAX ACT (CANADA)

12.1 Charitable Status Clause

(a) The Society shall be constituted and operated exclusively for the charitable purposes set out in its constitution, and shall carry on its activities without purpose of gain for its Members.

(b) The Society shall devote all of its resources to charitable activities carried on by the Society itself, and may also make gifts to qualified donees and qualifying disbursements to grantee organizations, in each case as permitted by the *Income Tax Act* (Canada).

(c) No part of the income or property of the Society shall be payable to, or otherwise available for, the personal benefit of any Member, director or officer of the Society; provided however that, this does not prevent the Society from paying reasonable compensation to employees or contractors for services actually provided, or reimbursing reasonable expenses in accordance with Section 7.1, or making payments in accordance with Section 9.1.

(d) Any profits or other accretions to the Society shall be used solely to further its charitable purposes as outlined in its constitution.

12.2 Dissolution Clause

In the event of the dissolution of the organization, the Society will pay all debt and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 of the Income Tax Act.

PART 13. REPEAL OF PREVIOUS BYLAWS

13.1 Repeal of Previous Bylaws and Effective Date

All previous bylaws of the Society are repealed as of the coming into force of this bylaw. The repeal shall not affect the previous operation of any bylaws so repealed or affect the validity of any act done or right, privilege obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, the repealed bylaws before their repeal.

*****

MADE as of the __ day of November, 2026.

NORTH SHORE MOUNTAIN BIKE ASSOCIATION

Per: _____

Name:
Title:

SCHEDULE B
Bylaw Amendments

(see attached)

~~NORTH SHORE MOUNTAIN BIKE ASSOCIATION (the "Society")~~

~~SPECIAL RESOLUTION OF THE MEMBERS TO BE APPROVED AT A~~

GENERAL ~~MEETING OF THE MEMBERS~~

~~WHEREAS:~~

~~A. In conjunction with filing the annual Society's filing, the Society desires to alter its Bylaws pursuant to s. 17 of the *Societies Act*, [SBC 2015] CHAPTER 18 (the "*Act*") to reduce the quorum required for voting and participation at General Meetings;~~

~~BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:~~

~~1. Pursuant to s. 17 of the *Act*, Bylaw 3.9 Quorum for General Meetings are hereby amended to be "3 Members in good standing or 1% of the Members in good standing at such time, whichever is greater";~~

~~2. Any director of the Society is hereby authorized and directed to file the amended Bylaws with the Registrar pursuant to s. 17 of the *Act*;~~

~~3. Any director of the Society is hereby authorized and directed on behalf of the Society to do such further acts and things as may be necessary or desirable to carry out this resolution.~~

BYLAWS OF NORTH SHORE MOUNTAIN BIKE ASSOCIATION ~~("NSMBA")~~

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GENERAL BYLAWS OF NORTH SHORE MOUNTAIN BIKE ASSOCIATION

A bylaw relating generally to the conduct of the business and affairs of North Shore Mountain Bike Association is made as follows:

PART 1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

(a) **"Act"** means the Societies Act of British Columbia as amended from time to time;

(b) **"Annual General Meeting"** means the meeting of Members held once a calendar year in accordance with and subject to the Act;

~~accordance with and subject to the Societies Act;~~

(c) **"Board"** means the directors of the Society for the purposes of the Act;

(d) **"Bylaws"** means these bylaws as altered from time to time;

(e) **"Extraordinary General Meeting"** means any general meeting of the Members held in accordance with these Bylaws other than an Annual General Meeting;

(f) **"General Meeting"** means the Annual General Meeting or an Extraordinary General Meeting;

~~Meeting;~~

(g) **"Member"** means a member of the Society;

(h) **"Membership Fees"** means the annual membership and enrollment fees, and any other fees of membership;

~~(i) **"Officers"** has the meaning set out in Article 4.7;~~

(j) **"Ordinary Business"** has the meaning set out in ~~Article~~Section 3.3;

(k) **"Ordinary Resolution"** means~~,~~ any of the following:

(i) a resolution passed at a General Meeting by a simple majority of the votes cast by the Members in good standing ~~of the Society who, being~~ entitled to ~~do so,~~ vote ~~in person at such General Meeting~~on that resolution; and

(ii) a resolution consented to in writing, after being sent to all ~~of the~~ Members in good standing ~~at the time~~, by at least 2/3 of such Members in good standing entitled to vote on that resolution;

(l) **"Policies"** has the meaning set out in ~~Article~~Section 11.1;

(m) **"Senior Manager"** has the same meaning as set out in the Act;

(n) **"Special Business"** means all business at a General Meeting, except Ordinary Business;

(o) **"Special Resolution"** means~~,~~ any of the following:

(i) a resolution passed at a General Meeting by at least 3/4 of the votes cast by the Members in good standing ~~of the Society who, being~~ entitled to ~~do so,~~ vote ~~in person at such General Meeting~~on that resolution; and

(ii) a resolution consented to in writing by all of the Members in good standing entitled to vote on that resolution;

(p) **"Society"** means ~~the~~ North Shore Mountain Bike Association~~; and~~

~~(q) **"Three-Quarters (3/4) Resolution of the Board"** shall mean any of the following:~~

~~(i) a resolution adopted at a Board meeting, where quorum is met, by at least 3/4 of~~

~~the directors at such meeting; or~~

~~(ii) a resolution consented to in writing by all of the directors then in office~~.

1.2 Definitions in the Act Apply

Except where otherwise provided, the definitions in the Act apply to these Bylaws.

1.3 Numbering, Headings and Construction

(a) Numbering and headings in these Bylaws are provided for convenience only and do not affect the meaning or interpretation of these Bylaws.

(b) ~~Words implying the feminine~~Any reference to gender ~~and~~includes all genders. Words importing the singular number only include the plural ~~shall be interpreted as~~and vice versa.

(c) Wherever the ~~masculine~~words "include", "includes" or "including" are used in these Bylaws, they will be deemed to be followed by the words "without limitation" and the ~~singular and vice-versa, as the context requires~~words following "include", "includes" or "including" will not be considered to set forth an exhaustive list.

1.4 Conflict Between Act, Bylaws, Policies or Regulations

(a) In the event there is any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.

(b) In the event there is a conflict between these Bylaws and any Policies, ~~procedure~~procedures or ~~resolution~~resolutions duly passed by the Society, the terms of these Bylaws shall prevail.

~~**1.5 Decisions by the Board and Committees**~~

~~Unless otherwise stated in these Bylaws, any decision, approval or consent of the Board and any committee referred to in these Bylaws shall be determined by majority vote.~~

PART 2. MEMBERS

2.1 Application for Membership

(a) A person may apply to the Board for membership in the Society by:

(i) submitting an application, in the form set out by the Board pursuant to ~~Article~~Section 2.1(c); and

(ii) unless determined otherwise by the Board ~~or the president of the Society~~, paying the applicable Membership Fees.

(b) A person becomes a Member upon the Board's acceptance of such ~~person's~~person's submitted membership application. For greater certainty, any person under the age of 19 may be a Member of the Society.

(c) The form of any application for membership, the terms and conditions of being accepted as a Member of the Society, and the rights and benefits of being a Member of the Society~~,~~ shall be determined by the Board and may be amended from time to time by the Board. ~~By way of example only, the Board may permit individuals of the same family to collectively submit one application for the purpose of applying to become Members in the Society.~~

2.2 Duties of Members

Each Member must uphold and comply with the Act, Constitution, Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

2.3 Amount of Membership Fees

(a) The Membership Fees payable by the Members shall be established by the Board and may be amended by the Board from time to time. For greater certainty, the Board may at any time ~~establish new,~~add, remove or modify Membership ~~Fees to be paid by the Members~~Fee categories and the Board may set different Membership Fees for different ~~types of~~ Members (by way of example only, ~~Members belonging to one family, and~~ Membership Fees payable by adults may differ from Membership Fees payable by youths, students, families or corporate ~~or other non-individual Members).~~groups). For greater certainty, the setting of different Membership Fees or Membership Fee categories (e.g., Youth/Student, Adult, Family, Super or Corporate) shall not be deemed to create different Member classes or Member rights.

(b) No Member who is suspended, is terminated or resigns as a Member of the Society, or otherwise ceases to be a Member for any reason, is entitled to any refund of Membership Fees.

2.4 Member in Good Standing

All Members are in good standing except a Member:

(~~a~~i) who has failed to pay the Membership Fees that are due and owing from such Member, if any, and such Member remains not in good standing for so long as such Membership Fees remain unpaid;

(~~b~~ii) who is otherwise owing any debt or liability to the Society unless otherwise agreed to by the Board; or

(~~c~~iii) who is suspended, in accordance with ~~Article~~Section 2.7.

2.5 Rights and Benefits of Member in Good Standing

Subject to the Act and ~~Article~~Section 2.1(c), a Member in good standing shall:

(~~a~~i) have the right to vote at a General Meeting ~~or in an election~~;

(~~b~~ii) have the right to consent to any resolution of the Members;

(~~c~~iii) have, subject to the requirements of the Act, the right to run for and hold office on the Board; and

(~~d~~iv) be entitled to any benefits of membership set out herein or established by the Board from time to time.

2.6 Cessation of Membership

A person shall automatically cease to be a Member of the Society upon:

(~~a~~i) delivering his, her or ~~her~~its resignation in writing to the Board by mailing such resignation to the registered address of the Society;

(~~b~~ii) such person's death or, in the case of a corporation, society or other entity, on the dissolution of such corporation, society or other entity;

(~~c~~iii) having his, her or ~~her~~its membership terminated by the Board in accordance with ~~Article~~Section 2.7; or

(~~d~~iv) having been a Member not in good standing for three (3) consecutive months.

2.7 Termination or Suspension of Membership

(a) Subject to ~~Article~~Section 2.7(b) and the Act, a Member may be disciplined, suspended or ~~has~~have its membership in the Society terminated by way of:

(i) a ~~Three-Quarters (3/4) Resolution~~resolution of the Board; or

(ii) a Special Resolution.

(b) Before a Member may be disciplined, suspended or terminated, the Society must:

(i) send to the Member a written notice, which includes a brief statement regarding the proposed discipline, suspension or termination and reasons therefor~~, and notify the Member that a meeting of the Board will be held at which the discipline, suspension or termination of such Member will be considered~~; and

(ii) provide such Member a reasonable opportunity to make representations to the Society in respect of the proposed discipline, suspension or termination of the ~~Member's~~Member's membership.

PART 3. GENERAL MEETINGS OF MEMBERS

3.1 Time and Place of General Meeting

~~A~~ General ~~Meeting~~Meetings shall be held at ~~the~~such time and place~~, in accordance with the Act,~~ as the Board ~~shall determine.~~determines. A General Meeting may be held in person or as an electronic meeting (as such term is defined in the Act).

3.2 ~~Calling an Extraordinary General~~ Meeting Requisitions

~~(a) The Board may at any time call and convene an Extraordinary General Meeting.~~

~~(b)~~ Members in good standing may requisition ~~an Extraordinary~~a General Meeting in accordance with, and in the manner set out, in the Act. The Board shall act in accordance with the Act in the event any such requisition is received.

3.3 Ordinary Business at General Meeting

At a General Meeting, the following business is considered ordinary business ("Ordinary Business"):

(~~a) adoption of rules of order;~~

~~(b) consideration~~i) presentation of any financial statements of the Society ~~presented to the meeting~~;

~~(c) consideration~~(ii) presentation of the reports, if any, of the auditor;

(iii) fixing the number of directors ~~or auditor~~to be elected at the meeting;

(~~d~~iv) election or appointment of directors; and

(~~e~~v) appointment of an auditor, if any~~;~~.

~~(f) business arising out of a report of the directors not requiring the passing of a Special Resolution; and~~

~~(g) any such other business as set forth in these Bylaws or the Act that may be transacted at a General Meeting without prior specific notice thereof being provided to the Members.~~

3.4 Notice of General Meetings

(a) The Board shall provide to the Members, in accordance with the Act, notice of a General Meeting at least seven (7~~ or more days'~~) days and not more than sixty (60) days before such General Meeting. ~~For greater certainty, such notice may be provided by mailing, delivering or emailing the notice to the Member's most recent address (including email address) known to the Society.~~

(b) A notice of a General Meeting must:

(i) specify the date, time and location of the General Meeting;

(ii) include the text of any Special Resolution to be considered at the General Meeting; and

(iii) state the nature of any business, other than Ordinary Business, to be transacted at the General Meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

(c) If the Society has more than ~~250~~100 Members, notice of a General Meeting shall be deemed to have been sent under this ~~Article~~Section 3.4 if:

(i) notice of the ~~date, time and location of the~~ General Meeting has been sent ~~to each~~by email to the email address of every Member ~~who~~for whom the Society has ~~provided~~ an email address ~~to the Society, by email to that email address~~in the register of members; and

(ii) notice of the ~~date, time and location of a~~ General Meeting:

A. is published, at least once in each of the three (3) weeks immediately before the General Meeting, in any newspaper circulated in the ~~local~~ Metro Vancouver Regional District area; or

B. is posted, throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members.

(d) Accidental omission to provide notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive such notice will not invalidate ~~the~~any proceedings at that General Meeting.

3.5 Notice Requirements Regarding Approval of Documents

Except as otherwise provided for in the Act and these Bylaws, if any Special Business, including a Special Resolution to be voted upon, at a General Meeting requires the consideration, approval, ratification, adoption or execution of a document or the giving of effect to a document, the notice convening such General Meeting will, with respect to such document, be considered sufficient if such notice indicates that a copy of the applicable document is or will be made available by the Board at a location or website that is maintained by or on behalf of the Society and is accessible by all of the Members prior to the date of such General Meeting.

3.6 Chair of General Meeting

The following individual is entitled to preside as the chair of a General Meeting~~:~~ (in the following order of priority):

(a) the individual, if any, appointed by the Board to preside as the chair; or

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable or unwilling to preside as the chair~~,~~:

(i) the ~~president~~Chair of the ~~Society~~Board,

(ii) the ~~vice-president~~Vice Chair of the ~~Society,~~ Board (if ~~the president of the Society is unable to~~any),

~~preside as the chair, or~~

(iii) the Executive Director of the Society, or

(iv) one of the other directors present at the General Meeting~~, if both the president and~~.

~~vice-president of the Society are unable to preside as the chair.~~

3.7 Alternate Chair of General Meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the Members in good standing who are present at such General Meeting must elect an individual present at such meeting to preside as the chair.

3.8 Quorum Required

No Ordinary Business or Special Business, other than the election of the chair of the General Meeting and the adjournment or termination of the General Meeting, must be transacted at a General Meeting unless a quorum of Members in good standing is present.

3.9 Quorum for General Meetings

Subject to ~~Articles~~Sections 3.10 and 3.11, the quorum for the transaction of business at a General Meeting is 3 Members in good standing or 1% of the Members in good standing at such time, whichever is greater. For the purposes hereof, a Member who submits a vote by advance ballot shall be deemed to be present at the General Meeting for purposes of determining whether a quorum is present.

3.10 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of Members in good standing is not present~~,~~:

(~~a~~i) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and

(~~b~~ii) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members in good standing who are present shall constitute a quorum for that meeting.

3.11 If Quorum Ceases to be Present

Once a quorum has been determined to be present at the commencement of a General Meeting, a quorum will be deemed to be present throughout the General Meeting~~, unless it is determined by the Board that a quorum is in fact not present, at which point business may then be suspended until there is a quorum present or until the meeting is adjourned or terminated~~.

3.12 Adjournments by Chair

The chair of a General Meeting may or, if so directed by the Members in good standing at the meeting by Ordinary Resolution, shall adjourn the meeting from time to time and from place to place, but no Ordinary Business or Special Business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.13 Notice of Continuation of Adjourned General Meeting

It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.14 ~~Order~~Methods of ~~Business~~Voting

Votes at General ~~Meeting~~Meetings may be cast either personally at the General Meeting or, if approved by the Board, by advance voting. Subject to this Section 3.14, every question submitted to any General Meeting shall be decided on a show of hands, except when a ballot is required by the chair of the meeting or is demanded by a Member entitled to vote at the General Meeting or is otherwise required by the Act. A Member may demand a ballot either before or after any vote by a show of hands. At every General Meeting at which Members are entitled to vote, each Member in good standing shall have one vote.

~~Unless otherwise determined by the Board, the order of business at a General Meeting is as follows:~~

~~(a) appointment or election, as applicable, of an individual to chair the meeting, if necessary;~~

~~(b) determination that there is a quorum;~~

~~(c) approval of the agenda;~~

~~(d) approval of the minutes from the last General Meeting;~~

~~(e) dealing with unfinished Ordinary Business or Special Business from the last General Meeting;~~

~~(f) if the meeting is an Annual General Meeting:~~

~~(i) receive the Board's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,~~

~~(ii) receive any other reports of directors' activities and decisions since the previous Annual General Meeting,~~

~~(iii) elect or appoint directors, and~~

~~(iv) appoint an auditor, if any;~~

~~(g) dealing with new Ordinary Business or Special Business, including any matters about which notice has been given to the Members in the notice of meeting;~~

~~(h) termination~~The Board may authorize advance voting by mail, secure electronic ballot or other electronic means. If the Board authorizes advance voting in respect of a matter to be put before Members at a General Meeting, the notice of meeting or voting materials sent with that notice shall describe the advance voting procedure. An advance ballot will only be valid if (i) it is submitted by a Member in good standing entitled to vote on the applicable matter, (ii) it is submitted in the form and manner specified in the voting instructions, and (iii) it is received by the Chair of the Board before the voting deadline specified in the voting instructions.

In the case of an equality of votes, the ~~meeting.~~

~~3.15 Methods~~chair of ~~Voting~~

~~At a~~the General Meeting~~, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members in good standing, except that if, before or after~~

~~such a vote, 25~~ shall not have a second or ~~more Members in good standing request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot~~casting vote.

3.~~16~~15 Announcement of Result

The chair of a General Meeting must announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

3.~~17~~16 Proxy Voting not Permitted

No Member shall be permitted to appoint a proxy to attend or vote at a General Meeting.

3.~~18~~17 Matters Decided at General Meeting by Ordinary Resolution

A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

3.~~19~~18 Minutes of General Meetings

Minutes of a General Meeting shall be ~~kept and~~ taken ~~by~~and kept with the ~~secretary~~records of the Society~~. If the secretary of the Society is not present at a General Meeting, any~~. Any person in attendance may be appointed by the ~~Board or president~~chair of the General Meeting to act as the secretary in taking minutes for ~~such~~a General Meeting.

PART 4. DIRECTORS ~~AND OFFICERS~~

4.1 Number of Directors on Board

The Society must have no fewer than 3 and no more than 12 directors, and the number of directors within such range shall be as determined by the Board.

4.2 Qualifications of Directors

Each member of the Board during his or her term must:

(a) be a Member in good standing;

(b) have consented in writing to being a member of the Board (or was elected or appointed at a meeting at which such member of the Board attended and did not refuse to be a director); and

(c) otherwise be qualified to act as a director of a society under the ~~Societies~~ Act.

4.3 Terms of Office for Directors

(a) Subject to ~~Articles~~Sections 4.3(b), 4.4(c) and 4.5, each director shall be elected for a term of approximately 2 years and such term shall:

(i) commence at the close of the Annual General Meeting at which such director was most recently elected as a director; and

(ii) end at the close of the 2nd Annual General Meeting following the Annual General Meeting at which he or she was most recently elected as a director.

(b) Unless earlier ceased or removed as a director pursuant to ~~Articles~~Sections 4.6 or 4.10, any Member in good standing appointed by the Board to fill a vacancy on the Board shall hold office commencing on the date of such appointment and shall cease to be a director:

(i) at the end of the unexpired portion of the term of office of the person whose departure from the office of director created such vacancy; or

(ii) in accordance with ~~Article~~Section 4.4(c)(iv).

4.4 Board Acclamation, Appointment or Election

(a) Unless otherwise determined by the Board, for continuity purposes, the term of office of the directors shall be staggered such that at each Annual General Meeting one-half of the positions on the Board shall be filled by way of election at such Annual General Meeting. For greater certainty, at the close of each Annual General Meeting, one-half of the directors shall have terms that will expire at the next Annual General Meeting.

(b) Subject to ~~Articles~~Sections 4.4(c) and 4.5, at each Annual General Meeting, the Members in good standing shall elect or appoint, from the candidates for director, the directors to hold office in the vacant positions as set forth in ~~Article~~Section 4.4(a).

(c) If at any Annual General Meeting the number of candidates standing for election as directors is less than or equal to the number of vacant director positions to be filled at such Annual General Meeting, the following shall occur:

(i) candidates at such election shall be elected by acclamation into the vacant director positions;

(ii) if, upon election by way of acclamation as described in ~~Article~~Section 4.4(c)(i), there are any vacant director positions remaining, such director positions may be filled in accordance with ~~Article~~Section 4.4(c)(iii);

(iii) subject to ~~Article~~Section 4.4(c)(iv), the then Board may (but shall not be required to) appoint any Member in good standing to fill such vacant director position that had not been filled by way of election by acclamation; and

(iv) such person appointed to fill any vacant director position pursuant to ~~Article~~Section 4.4(c)(iii) shall hold office as a director for the duration of the term he or she would have served had he or she been elected at the Annual General Meeting at which such vacancy was not filled.

4.5 Directors May Fill Vacancy on Board and Appoint Additional Directors

(a) Subject to ~~Article~~Section 4.6(~~d~~c), the Board may, at any time, appoint a Member in good standing as a director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, removal or incapacity of a director.

(b) The Board may, ~~4.6 Removal of Director~~

~~(~~ at any time, appoint one or more Members in good standing as directors to hold office for a~~) For~~ term expiring no later than the ~~purposes~~close of ~~this Article 4.6 only,~~ the ~~definition of Special Resolution in Article 1.1(o) shall be amended to mean:~~

~~(i) a resolution passed at a~~next Annual General Meeting ~~by at least 2~~, but the total number of directors so appointed may not exceed one third (1/3) of the ~~votes cast by the~~

~~Members; and~~

~~(ii) a resolution consented to in writing by all~~number of directors elected at the ~~Members.~~previous Annual General Meeting.

4.6 Removal of Director

(~~b~~a) Any director may be removed from office:

(i) by a Special Resolution; or

(ii) by way of a ~~Three-Quarters (3/4) Resolution~~resolution of the Board consented to by all of the directors, other than the director whose removal is proposed.

(~~c~~b) Prior to the Board removing any person as a director ~~by way of a Three-Quarters (3/4) Resolution of the Board~~ pursuant to ~~Article~~Section 4.6(~~b~~a)(ii), the Board shall provide a written statement to the applicable director stating the reasons for such removal, and provide such director a reasonable opportunity to address and

respond to such reasons.

~~(d~~(c) In the event a director is removed from office by way of a Special Resolution pursuant to ~~Article~~Section 4.6(~~b~~a)(i), the Members may by Ordinary Resolution elect a successor director, who must be a Member in good standing, to fill the vacancy and serve as a director for the remainder of the term of the removed director.

4.7 Appointment ~~to Board Positions~~

~~(a) The~~ of Chair, Vice Chair, Treasurer and Other Officers ~~of the Society shall be comprised of a president, vice-president, secretary~~

~~and treasurer (collectively the "Officers").~~

~~(b) Subject to Article 4.7(c), each Officer~~(a) The directors annually or as often as may be required shall ~~be appointed by~~appoint from among themselves a Chair of the Board.

(b) The Chair of the Board shall, if present, preside as chair at all meetings of the Board. The Chair of the Board shall have such other powers and shall perform such other duties as may from time to time~~.~~ be assigned to the Chair by the Board.

~~(c) Unless otherwise determined by the Board, the president position shall only be occupied by a person who is a director of the Society and who has been a director of the Society for at least one year.~~

~~(d) Other than the director appointed to the position of President, any other director may hold more than one Officer position at any given time.~~

(c) The directors annually or as often as may be required may appoint from among themselves a Vice Chair of the Board.

(d) The Vice Chair of the Board (if any) shall, if the Chair is not present or unable to act, preside as chair at all meetings of the Board. The Vice Chair of the Board shall have such other powers and shall perform such other duties as may from time to time be assigned to the Vice Chair by the Board.

(e) The directors annually or as often as may be required shall appoint from among themselves a Treasurer unless the Society has engaged another individual to perform the duties of the Treasurer.

(f) The Treasurer (if any) shall be responsible for, or making the necessary arrangements for, (i) receiving and depositing monies collected from the Members or other sources, (ii) keeping complete and accurate accounting records in respect of the Society's financial transactions, (iii) preparing the Society's financial statements, (iv) making the Society's filings with respect to taxes, and (v) such other duties as may from time to time be assigned to the Treasurer by the Board.

(g) The directors annually or as often as may be required may appoint from among themselves such other officers as the Board may consider necessary, advisable or useful.

4.8 Directors at Large

Each director who is elected or appointed to the Board, and is not appointed ~~to an Officer position,~~as Chair, Vice Chair, Treasurer or an officer shall be deemed to be a director at large.

~~4.9 Removal of an Officer~~

~~(a) Any person may be removed as an Officer by way of a Three-Quarters (3/4) Resolution of the Board.~~

~~(b) Prior to the Board removing any person as an Officer by Three-Quarters (3/4) Resolution pursuant to Article 4.9(a), the Board shall provide a written statement to the applicable Officer stating the reasons for such removal, and providing such Officer a reasonable opportunity to address and respond to such reasons.~~

~~4.10~~ Director ~~or Officer Cease~~Ceases to Hold Office

A person ceases to hold office as a director ~~or Officer~~:

(a) at the expiry of such ~~director or Officer's~~director's term ~~of office~~ as such, if any;

(b) on such ~~director or Officer's~~director's death;

(c) on delivery of a signed resignation from such director ~~or Officer~~ to the Board ~~by mail, email or in person~~; or

(d) if such director ~~or Officer~~ is removed pursuant to these Bylaws or the Act.

4.~~11~~10 No Invalidity of Actions

No act or proceeding of the Board is invalid only by reason of there being fewer than the prescribed minimum number of directors in office.

PART 5. DIRECTORS' MEETINGS

5.1 Calling Directors' Meeting

A directors' meeting may be called by the ~~president~~Chair of the Board, the Executive Director of the Society or any ~~2 directors at any time~~director.

5.2 Notice of Directors' Meeting

~~At least 2 days' notice of a directors' meeting must be given unless all of the then directors agree to a shorter notice period.~~

Notice of the time and place for the holding of any meeting of directors or of any committee of directors shall be sent to each director, or each director who is a member of such committee, as the case may be, not less than 48 hours before the time of the meeting; provided that a meeting of directors, or of any committee of directors, may be held at any time without notice if all the directors or members of such committee are present (except where a director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors waive notice of the meeting.

5.3 Proceedings Valid Despite Omission to Give Notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of such a notice by a director, does not invalidate proceedings at the meeting of the Board.

5.4 Conduct of Directors' Meetings

Subject to the Act and these Bylaws, the directors may regulate their meetings and proceedings as they think fit. For greater certainty, the directors may invite any persons to meetings of the directors.

5.5 Quorum of Directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors then in office.

5.6 Electronic Participation

A director may participate in a meeting of ~~PART 6. DUTIES OF OFFICERS AND DELEGATION~~

~~6.1 Role of President~~

~~The president shall be the chair of the Board and is responsible for supervising the other directors in the execution of their duties.~~

~~6.2 Role of Vice-President~~

~~The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.~~

~~6.3 Role of Secretary~~

~~The secretary is responsible for doing, or making the necessary arrangements for, the following:~~

~~(a) oversees the issuance of notices of General Meetings and directors' meetings;~~

~~(b) taking minutes of General Meetings and directors' meetings;~~

~~(c) keeping the records of the Society in accordance with the Act;~~

~~(d) assisting in conducting the correspondence of the Board; and~~

~~(e) overseeing the filing of the annual report of the Society and making any other filings with the registrar under the Act.~~

~~6.4 Absence of Secretary from Board Meeting~~

~~If the secretary is absent from any meeting of the Board, the Board must appoint another individual to act as the recording secretary at such Board meeting.~~

~~6.5 Role of Treasurer~~

~~The treasurer is responsible for doing, or making the necessary arrangements for, the following:~~

~~(a) receiving and depositing monies collected from the Members or other sources;~~

~~(b) keeping accounting records in respect of the Society's financial transactions;~~

~~(c) preparing the Society's financial statements; and~~

~~(d) making the Society's filings with respect to taxes.~~

~~6.6~~ directors or of any committee of directors by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A director participating in such a meeting by such means is deemed for the purposes of the Act and these Bylaws to be present at that meeting.

5.7 Voting

(a) Questions arising at any meeting of directors or committee of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

(b) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors. A resolution in writing dealing with all matters required by the Act or these Bylaws to be dealt with at

a meeting of directors, and signed by all the directors entitled to vote at that meeting, satisfies all the requirements of the Act and these Bylaws relating to meetings of directors.

PART 6. DELEGATION TO SENIOR MANAGERS AND COMMITTEES

6.1 Delegation of Duties of Board

(a) Where permitted by the Act, the Board may from time to time appoint one or more persons as Senior Manager(s) ~~to exercise the authority of the Board~~of the Society to have such authority and perform such functions and duties, including the authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society~~.~~, as the Board may determine from time to time. Two or more offices may be held by the same person.

(b) The Board may establish any committee of the Board, from time to time as it sees fit, to carry out specific activities and functions of the Board and may determine the composition and purpose of such committee at the time of establishment. For greater certainty, the creation of any such committee and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the Members.

(c) A committee of the Board shall be free to determine its own rules and procedures for the conduct of its business and may appoint any advisors as it may deem necessary, subject to:

(i) each committee keeping minutes of its proceedings to report to the Board from time to time as the Board may require; and

(ii) any rules and/or terms of reference imposed by the Board.

(d) Notwithstanding this ~~Article~~Section 6.~~6~~1, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any Senior Manager or Board committee.

PART 7. REMUNERATION OF DIRECTORS ~~AND SIGNING AUTHORITY~~

7.1 Remuneration of Directors

~~(a)~~ No director shall be entitled to be remunerated for being a director of the Society but a director shall be entitled to reimbursement for any expenses that the director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that approval ~~to~~of same is granted by the ~~president, vice-president or treasurer of the Society~~Board.

~~(b) Notwithstanding Article 7.1(a), any director who is appointed by the Board to the positions of president, vice-president or treasurer shall not be permitted to be remunerated by the Society under any contract of employment or contract for services.~~

~~7.2 Signing Authority~~

~~(a) A contract, instrument, documents or other record to be signed by the Society must be signed on behalf of the Society:~~

~~(i) by the president, together with one other director;~~

~~(ii) if the president is unable to sign, by the vice-president together with one other director;~~

~~(iii) if the president and vice-president are both unable to sign, by any 2 directors; or~~

~~(iv) in any case, one or more individuals authorized by the Board to sign the applicable contract, instrument, document or other record on behalf of the Society.~~

~~(b) Notwithstanding Article 7.2(a), any director who receives remuneration from the Society under any contract of employment or contract for services shall not act as a signing authority~~

of the Society.

PART 8. ~~BORROWING~~ INVESTMENTS

8.1 ~~Borrowing~~**Investments**

~~Subject to the Act, the~~The Board may, ~~with the approval of the Members by way of a Special Resolution,~~ from time to time on behalf of the Society~~:~~, invest the Society's funds in investments which the Board determines appropriate for the Society.

~~(a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;~~

~~(b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society; and~~

~~(c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).~~

PART 9. INDEMNIFICATION OF DIRECTORS & SENIOR MANAGERS

9.1 ~~Definitions for this Part~~

~~Subject to the Act and for the purposes of this PART 9:~~

~~(a) "**Eligible Party**" means a current or former director, Senior Manager or Officer of the Society, or an individual who holds or held an equivalent position with a subsidiary of the Society.~~

~~(b) "**Eligible Proceeding**" means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party or a Representative by reason of such Eligible Party holding or having held a position of current or former director, Officer or Senior Manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society.~~

~~(i) is or may be joined as a party; or~~

~~(ii) is or may be liable for or in respect of a Penalty in, or Expenses related to, the legal proceeding or investigative action.~~

~~(c) "**Expense**" includes costs, charges and expenses, including legal and other fees, but does not include Penalties.~~

~~(d) "**Penalty**" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.~~

~~(e) **"Representative"** means an heir or personal or other legal representative of an Eligible Party.~~

~~9.2~~ Indemnification

~~(a) Subject to the Act and these Bylaws, the Society shall indemnify against, or pay, an Eligible Party or its Representatives,~~The Society shall indemnify an eligible party (as such term is defined in the Act) in the manner and to the fullest extent permitted by the Act. Without limiting the generality of the foregoing, subject to Section 65 of the Act, the Society shall indemnify an eligible party or its representatives from and against all penalties, expenses and other costs and charges, including all costs reasonably incurred in the defence of an action or proceeding and an amount paid to settle an action or satisfy a judgment, ~~actually and reasonably incurred by him or her in an Eligible Proceeding to which he or she is a party, by reason of such individual being or having been an Eligible Party, and, if authorized by the Board, may indemnify such Eligible Party to such further extent as is permitted by the Act.~~

~~(b) Subject to the Act and these Bylaws, the Society shall pay the expenses actually and~~ reasonably incurred ~~by an Eligible Party or its Representatives in respect of an Eligible Proceeding as they are incurred in~~ in respect of any civil, criminal, administrative, investigative or other proceeding in which the eligible party is involved because of that association with the Society. The Society shall advance ~~of the final disposition of an Eligible Proceeding~~monies to an eligible party for the costs, charges and expenses of a proceeding referred to herein provided the ~~Society has first received~~

from such Eligible Party (and its Representatives, if applicable)eligible party delivers a written undertaking that, if it is ultimatelyfinally determined that the payment of expenses is prohibited pursuant toby Section 65 of the Act or Article 9.3, the Eligible Party or its Representatives shalleligible party will repay the full amounts so advanced.

9.3 Indemnification or Payment Prohibited

The Society shall not indemnify or pay the expenses of an Eligible Party or its Representatives in respect of an Eligible Proceeding if:

(a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society (or a subsidiary of the Society), as the case may be;

(b) the Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or

(c) such Eligible Proceeding is brought by The provision for indemnification contained herein will not be deemed to be exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of Members or directors or otherwise. To the extent permitted by law, no eligible party will be liable for the acts, omissions, receipts, neglects or defaults of any other eligible party or employee of, or other person acting for or on behalf of the Society (or a subsidiary of the Society) unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

9.42 Society to Apply for Court Approval

The Society may apply to the Supreme Court of British Columbia for any approval that may be required to make the indemnities in this Part effective and enforceable.

9.53 Deemed Contract of Indemnification

Upon being elected or, appointed, or otherwise engaged by the Society, each Eligible Partyeligible party is deemed to have contracted with the Society on the terms of this PART Part 9.

9.64 Insurance

Subject to the Act, the Board may cause the Society to purchase and maintain insurance for the benefit of an Eligible Partyeligible party or its Representativesrepresentatives against any liability that may be incurred by reason of the Eligible Partyeligible party being or having been a director, Officerofficer or Senior Manager of the Society or holding or having held an equivalent position with a subsidiary of the Society.

PART 10. ACCESS TO RECORDS OF THE SOCIETY

10.1 Locations of Records

Unless otherwise determined by the Board, the minutes of meetings of the Board and of General Meetings shall be kept in the registered office of the Society.

10.2 Inspection by Members

(a) Unless otherwise determined by the Board, subject only to Section 24(2)(a) of the Act, no Member is entitled to inspect or obtain a copy of any of the records of the Society described in Section 20(2) of the Act.

(b) Any Member wishing to inspect the records of the Society, which they are permitted to inspect under the Act and these Bylaws, shall provide a written request to the Board and arrange an appointment, which, unless otherwise determined by the Board, shall be no earlier than three (3 Business Days) business days from the

date of ~~making~~ such request, to inspect ~~the~~such records of the Society. Unless otherwise determined by the Board, any such inspection shall occur during normal business hours on a ~~Business Day~~business day.

~~**10.3 Copies of Records**~~

~~(a) Unless otherwise determined by the Board, all records of the Society (including any copies made thereof) shall not be reproduced without the express written consent of the president or vice-president of the Society.~~

~~(b) Subject to the Act, the Society may in its sole discretion provide any record or document electronically to the party requesting such record or document.~~

~~(c) The Society may charge a fee for any copies of records requested by a Member pursuant to the Act.~~

~~(d) Any person, that is not a Member or director, may inspect or receive a copy of the financial statements of the Society upon paying a fee that is to be established by the Society in accordance with the Act.~~

PART 11. POLICIES

11.1 Establishing Policies for the Society

The Board may establish policies from time to time ("Policies"), which are intended to provide guidance to Members and/or to the Board regarding the business and affairs of the Society, as such policies may be amended by the Board from time to time.

11.2 Amendment or Cancellation of Policies

Any Policy, established or amended pursuant to ~~Article~~Section 11.1 may be amended, cancelled or retracted at any time, without notice, by the Board.

PART 12. INCOME TAX ACT (CANADA)

12.1 ~~Non-Profit~~Charitable Status Clause

(a) The Society ~~will~~shall be constituted and operated exclusively for the charitable purposes set out in its constitution, and shall carry on its activities without purpose of gain for its ~~members, and~~ Members.

(b) The Society shall devote all of its resources to charitable activities carried on by the Society itself, and may also make gifts to qualified donees and qualifying disbursements to grantee organizations, in each case as permitted by the *Income Tax Act* (Canada).

(c) No part of the income or property of the Society shall be payable to, or otherwise available for, the personal benefit of any Member, director or officer of the Society; provided however that, this does not prevent the Society from paying reasonable compensation to employees or contractors for services actually provided, or reimbursing reasonable expenses in accordance with Section 7.1, or making payments in accordance with Section 9.1.

(d) Any profits or other ~~assets of~~accretions to the ~~organization will~~Society shall be used solely to ~~promote its purpose.~~further its charitable purposes as outlined in its constitution.

12.2 Dissolution Clause

In the event of the dissolution of the organization, the Society will pay all debt and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 of the Income Tax Act.

PART 13. REPEAL OF PREVIOUS BYLAWS

13.1 Repeal of Previous Bylaws and Effective Date

All previous bylaws of the Society are repealed as of the coming into force of this bylaw. The repeal shall not affect the previous operation of any bylaws so repealed or affect the validity of any act done or right, privilege obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, the repealed bylaws before their repeal.

*****

MADE as of the __ day of November, 2026.

NORTH SHORE MOUNTAIN BIKE ASSOCIATION

Per: _____

Name:
Title: