

**NOTICE OF SPECIAL RESOLUTIONS
OF
BRITISH COLUMBIA ARTISTIC SWIMMING ASSOCIATION**

(the "Society")

The following special resolutions will be proposed for approval at the meeting of the members of the Society to be held on November 19, 2022.

Note that while these special resolutions will be considered and approved at the members' meeting, they will not come into effect until the Society files a Bylaw Alteration Application. Until such time, the current Bylaws will remain in effect.

Replacement of Bylaws

RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of the Society be deleted in their entirety and replaced with the Bylaws attached to the notice of the Society's 2022 annual general meeting.

Significant Contractor or Leader

RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of the Society be amended to add the terms "Significant Contractor or Leader" by making the following changes to the Bylaws:

1. A new definition of "Significant Contractor or Leader" be added to the definitions as a new Bylaw 1.1(dd) as follows:

"Significant Contractor or Leader" means individuals in leadership positions within Canada Artistic Swimming, British Columbia Artistic Swimming Association or a Member Club, including but not limited to Executive Directors, Managers, Head Coaches, Technical Directors, or Directors of Canada Artistic Swimming;

2. The remaining paragraphs in Bylaw 1.1 be renumbered accordingly; and
3. Bylaw 5.6(g), Director Qualifications, be amended to add "or a Significant Contractor or Leader" prior to the "; and", and following such amendment Bylaw 5.6(g) will read as follows:

not be a paid employee of Canada Artistic Swimming, the Society or any Member Club or a Significant Contractor or Leader; and

Removal and Discipline of Director

RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of the Society be amended to replace Bylaw 5.12, Removal and Discipline of Director, with the following wording:

Directors may be removed or disciplined in the following ways:

- (a) The Voting Members may, by Special Resolution, remove a Director before the expiration of that Director's term of office, and may elect or appoint, by Ordinary Resolution, an individual who is qualified under Bylaw 5.6 to serve as Director for the balance of the term of the removed Director.

- (b) The Directors may temporarily discipline, sanction or remove a Director in accordance with Board Policy for:
 - (i) breaching any Board policy; or
 - (ii) conduct that has resulted in the Director being disciplined or sanctioned by Canada Artistic Swimming, the Society, or a Member Club.

The Directors have the authority by a resolution of at least three-quarters of the Directors then in office to temporarily discipline or sanction a Director if the Board is of the view that the Director may cause significant detriment to the Society either prior to the completion of any discipline or complaint procedure or in exceptional circumstances. When making a decision to issue temporary discipline or sanction, the Board must determine when the discipline or sanction will end. Pursuant to Bylaw 7.2, the Director under consideration is not entitled to vote on the resolution.

- (c) The process for removing a Director before the expiration of the Director's term of office is a resolution passed by of three-quarters of the Directors then in office less the Director who is the subject of the proposed discipline, sanction or removal as outlined in Bylaw 6.5. Pursuant to Bylaw 7.2, the Director under consideration is not entitled to vote on the resolution.
- (d) Notice of the discipline, sanction or removal of a Director must be sent to each Director at least seven business days in advance of the meeting, including reasons, unless the notice period is waived under Bylaw 6.3(b). The Director who is subject to discipline, sanction or removal must be given an opportunity to make written or oral representations to the Directors respecting the proposed expulsion.