

## **Notice of VARDA Annual General Meeting (AGM)**

October 25th 7:00pm @ VARDA Office 1020 Commercial Drive

The AGM is a mandatory and legal requirement for all non-profits to hold annually. Attendees will be given a high-level report of the year in review and updated on VARDA current events. Electronic participation will be possible via zoom although members must attend the meeting in person to vote on the matters at hand.

Members in attendance will also be voting on two new special resolutions as well as voting in 6-8 new directors for their respective two- and three-year terms.

After the AGM business is complete and the meeting adjourned, attendees will be able to ask questions of staff or Board members in a less formal atmosphere, should they have any questions that may not have been addressed.

A current membership in VARDA is needed to be eligible to vote. Memberships are available for \$55 at the VARDA office. Your 2022 / 2023 Memberships will be held in good standing until after this meeting.

Call 250-566-4817 or email [info@ridevalemount.com](mailto:info@ridevalemount.com)

SPECIAL RESOLUTION OF THE DIRECTORS  
OF  
VALEMOUNT AND AREA RECREATION DEVELOPMENT ASSOCIATION

October 25, 2023

WHEREAS:

- (a) Valemount and Area Recreation Development Association (“VARDA”) was incorporated as a registered society under the Society Act (the “Act”) on September 2, 2004, under number S-48047
- (b) The Directors consider it to be in the best interest of the Corporation that the Corporation amend the current bylaws to reduce the appointed director numbers from 7 to 5 and to increase the elected director numbers from 6 to 8

NOW THEREFOR THE MEMBERS OF VARDA IN MEETING ASSEMBLED DO RESOLVE AS FOLLOWS:

1. The Directors of the Corporation request a special resolution of the members of the Corporation to approve and direct the officers of the Valemount & Area Recreation Development Association the amend the following:

**To remove the following:**

**Part 4 - Directors**

*Number and types of directors*

33(1) There will be 13 voting and 2 non-voting directors on the Board, for a total of 15 directors.

(2) Six directors of the 13 voting directors shall be elected by the membership in accordance with bylaw 34.

(3) Seven of the 13 voting directors and the two non-voting directors shall be appointed in accordance with bylaw 35.

***VARDA Bylaws 10***

*Election of directors*

34(1) The six voting directors referred to in bylaw 33(2) shall be elected from the membership at large in accordance with this bylaw.

- (2) The elections of the six voting directors shall take place at an annual general meeting, and candidates will be any voting member in good standing.
- (3) An election of a voting director may by acclamation, otherwise it must be by ballot.
- (4) The Board may approve such policies and procedures as are necessary to administer the election of these directors.

*Appointment of directors*

35(1) The seven voting directors referred to in bylaw 33(3) shall be appointed by corporations, associations or governments from the following sectors, as indicted:

- (a) the local heli and snow cat skiing industry (2 directors);
- (b) the Valemount Business Community, as represented by Tourism Valemount (1 director);
- (c) the local snowmobiling sector (2 directors);
- (d) the Village of Valemount (1 director);
- (e) the non-mechanized backcountry recreation sector, as represented by the Friends of Valemount and the Yellowhead Outdoor Recreation Association (1 director).

**And to replace with:**

**Part 4 - Directors**

*Number and types of directors*

33(1) There will be 13 voting and 2 non-voting directors on the Board, for a total of 15 directors.

- (2) Six directors of the 13 voting directors shall be elected by the membership in accordance with bylaw 34.
- (3) Two of the voting directors will be elected from the Snowmobile Membership in accordance with bylaw 34.
- (4) Five of the 13 voting directors and the two non-voting directors shall be appointed in accordance with bylaw 35.

***VARDA Bylaws 10***

*Election of directors*

34(1) The eight voting directors referred to in bylaw 33 shall be elected as follows. Six directors will be voted from the overall membership at large and two directors will be voted from the snowmobile sector membership.

- (2) The elections of the six voting directors shall take place at an annual general meeting, and candidates will be any voting member in good standing.
- (3) The elections of two voting directors from the snowmobile membership shall take place at an annual general meeting, and candidates will be any voting snowmobile member in good standing.
- (4) An election of a voting director may by acclamation, otherwise it must be by ballot.
- (5) The Board may approve such policies and procedures as are necessary to administer the election of these directors.

*Appointment of directors*

35(1) The five voting directors referred to in bylaw 33(4) shall be appointed by corporations, associations or governments from the following sectors, as indicted:

- (a) the local heli and snow cat skiing industry (2 directors);
- (b) the Valemount Business Community, as represented by Tourism Valemount (1 director);
- (c) the Village of Valemount (1 director);
- (d) the non-mechanized backcountry recreation sector, as represented by the Friends of Valemount and the Yellowhead Outdoor Recreation Association (1 director).

Dated at Valemount, B. C. this 25<sup>th</sup> day of October 2023

This amendment adopted the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

SPECIAL RESOLUTION OF THE DIRECTORS  
OF  
VALEMOUNT AND AREA RECREATION DEVELOPMENT ASSOCIATION

October 25, 2023

WHEREAS:

- (a) Valemount and Area Recreation Development Association (“VARDA”) was incorporated as a registered society under the Society Act (the “Act”) on September 2, 2004, under number S-48047
- (b) The Directors consider it to be in the best interest of the Corporation that the Corporation amend the terms of the Director positions.

NOW THEREFOR THE MEMBERS OF VARDA IN MEETING ASSEMBLED DO  
RESOLVE AS FOLLOWS:

1. The Directors of the Corporation request a special resolution of the members of the Corporation to approve and direct the officers of the Valemount & Area Recreation Development Association the following:

**Part 4 Directors**

*Staggered terms of office*

36(1) An elected director’s term of office is two years, with one half of the Board retiring in an odd numbered year and the other half retiring in an even numbered year.

(2) A director must retire from office at the end of the annual general meeting in an odd or even numbered year, as applicable.

(3) To ensure the two-year staggered terms of office for elected directors is maintained in accordance with subsection (1), the directors may:

(a) establish a schedule of board terms of office, and

(b) adjust the terms of office of the elected directors if necessary by random draw so as to maintain the two-year staggered terms of office.

(4) For clarity, the term of office of a director reappointed under bylaw 35 is one year, but an appointed director may be reappointed under bylaw 35.

**Be amended to the following:**

**Part 4 Directors**

*Staggered terms of office*

36(1) Four of the elected director's term of office is two years. This includes three directors from the general membership and one director specifically from the snowmobile membership category.

(2) Four of the elected director's term of office is three years. This includes three directors from the general membership and one director specifically from the snowmobile membership category.

(3) A director must retire from office at the end of the annual general meeting at the end of their term of office.

(4) To ensure the staggered terms of office for elected directors is maintained in accordance with subsection (1), the directors may:

(a) establish a schedule of board terms of office, and

(b) adjust the terms of office of the elected directors if necessary, by random draw so as to maintain the staggered terms of office.

(4) For clarity, the term of office of a director reappointed under bylaw 35 is one year, but an appointed director may be reappointed under bylaw 35.

Dated at Valemount, B. C. this 25<sup>th</sup> day of October 2023

This amendment adopted the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary