

Societies Act

Version: August 2008

[Section 58 amended by AGM resolution April 20, 2010]

Constitution

The name of the Society is: Bulkley Valley Cross Country Ski Club Society

Purposes of the Society:

The purposes of the society are to promote community participation in the healthy outdoors lifestyle of cross-country skiing in the Bulkley Valley that includes:

1. encouraging recreational cross-country skiing;
2. developing and maintaining the Nordic and biathlon facility (Pine Creek and Chris Dahlie Trails);
3. offering and promoting cross-country skiing skill development programs for children, youths and adults;
4. offering and promoting athlete development programs for cross-country ski racing and biathlon;
5. organizing and hosting cross-country ski and biathlon race events; and,
6. supporting the safe use of, and access to, the backcountry for cross-country skiing.

By-Laws of the Bulkley Valley Cross Country Ski Club

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,

(a) “directors” means the directors of the society for the time being;

(b) “*Society Act*” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

(c) “registered address” of a member means the member’s address as recorded in the register of members;

(d) “special resolution” means;

(i) a resolution passed in general meeting by a majority of not less than seventy-five percent (75%) of the votes of those members of a society who, being entitled to do so, vote in person or, where proxies are allowed, by proxy

(A) of which the notice that the bylaws provide and not being less than fourteen (14) days’ notice specifying the intention to propose the resolution as a special resolution has been given; or

(B) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than fourteen (14) days’ notice has been given;

(ii) a resolution consented to in writing by every member of a society who would have

been entitled to vote on it in person or, where proxies are allowed, by proxy at a general meeting of the society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the society;

(iii) where a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least seventy-five (75%) of the votes cast in respect of the resolution.

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.

5. Every member shall uphold the constitution and comply with these bylaws.

6. The amount of the of first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7. A person shall cease to be a member of the society

- (a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
- (b) on death or in the case of a corporation on dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for twelve (12) consecutive months.

8. (1) A member may be expelled by a special resolution of the voting members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except members who have failed to pay their current annual membership or any other subscription or debt due and owing by them to the society and they are not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting, and the directors shall convene an extraordinary meeting upon a written request of 10 or more members being submitted to the directors.

13. (1) Notice of a general meeting shall be given to all members at least fourteen (14) days before the day of such meeting,

(2) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

15. Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order; and

(b) all business transacted at an annual general meeting, except,

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a presiding member and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned

or terminated.

(3) A quorum is 7 members present or such other number greater than half the number of directors as the members may determine at a general meeting.

17. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to bylaw 21, the president of the society, the vice-president or in the absence of both, one of the other directors present, shall preside at a general meeting.

19. If at a general meeting:

- (a) there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
- b) the president and all the other directors present are unwilling to act as presiding member, the members present shall choose one of their number to preside.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

21 (1) No resolution proposed at a meeting need be seconded and the presiding member of a meeting may move or propose a resolution.

(2) In case of an equality of votes the presiding member shall not have a casting or second vote in addition to the vote to which the presiding member may be entitled as a voting member and the proposed resolution shall not pass.

22. (1) A voting member in good standing present at a meeting of members is entitled to one vote.

(2) Voting may be by show of hands or by written ballot, as determined by the directors.

(3) Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purpose with respect to a meeting of the society.

PART 5 – Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

(2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

25. (1) The number of directors of the society shall be 11 or such other number, not less than 5, as may be determined from time to time at a general meeting.

(2) The directors shall elect from among themselves the Society's president, secretary, treasurer and such officers as they consider necessary.

(3) Not less than 28 days prior to the annual general meeting, the Directors shall appoint 3 members, who are not directors as a Nominating Committee.

(4) After electing a Chairman, the Nominating Committee shall seek at least as many nominees as the number of directors to be elected at the annual general meeting.

(5) Not less than 14 days prior to the annual general meeting the Nominating Committee shall submit the list of nominees to the Secretary of the Society.

(6) At the annual general meeting the Chairman of the Nominating Committee shall preside during the election of the directors. After presenting the list of nominees to the meeting, but prior to any voting he/she shall for any further nominations. Any additional nominees must be present at the meeting and state their willingness to serve if elected.

26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected from a list of nominees.

(2) An election may be by acclamation, otherwise it shall be by ballot. The votes obtained by each nominee shall be tallied and the nominees listed in order of the number of votes each received. The first 11 nominees on that list shall be declared elected.

(3) If there are less than 5 nominees, the directors previously elected or appointed shall continue to serve as the Society's directors and may appoint as directors any or all the nominees in accordance with the provisions of By-laws #27 and # 28.

27. (1) The directors may at any time and from time to time appoint member as director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28. (1) If director resigns his/her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director in office.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director, before the expiration of his/her term of office, and may elect a successor to complete the term of office.
30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that they meet at least once every three months.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a simple majority of the directors then in office.
- (3) The president shall preside at all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as presiding member; but if neither is present the directors present may choose one of their number to preside at that meeting.
- (4) On the request of a director, a meeting of the directors shall be convened.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and members as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing is done.
33. A committee shall elect a presiding member of its meetings; but if no presiding member is elected, or if at a meeting the presiding member is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to preside at the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any

meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.

- (a) no notice of meeting of directors shall be sent to that director; and
- (b) any and all meeting of directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a simple majority of votes.

(2) In case of an equality of votes the presiding member does not have a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the presiding member of a meeting may move or propose a resolution.

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

Part 7 – Duties of Officers

40. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and, subject to the supervision of the directors, shall supervise the other officer in the execution of their duties.

41. The vice-president shall carry out the duties of the president during the latter's absence or inability. The other duties of the vice-president shall be such as the directors or the president may assign or delegate.

42. The secretary shall:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society; and
- (f) maintain the register of members; and
- (g) perform such other duties as may from time to time be determined by the directors.

43. The treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required;

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or

the greater number that may have been determined under bylaw 25 (2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal

46. The directors may provide a common seal for the society, and may destroy a seal and substitute a new seal in its place.

47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

49. No debenture shall be issued without the sanction of special resolution.

50. The voting members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

51. This Part applies only where the society is required or has resolved to have an auditor.

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.

53. At each annual general meeting the society shall appoint an auditor to hold office until re-election or until a successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly informed in writing of appointment or removal.

56. No director and no employee of the society shall be an auditor.

57. The auditor may attend general meetings.

Part 11 – Notices to Members

~~58. A notice may be given to a member, either personally or by mail at the registered address.~~

58. A notice may be given to a member:

- (a) personally
- (b) by mail at the registered address, or
- (c) by email to the member's email address recorded in the register of members.

[Section 58 amended by AGM resolution April 20, 2010]

59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.

(3) Such Notice, including the agenda and any other information (i.e. financial statements, reports of the directors, special resolutions, list of nominees, budget proposal, fee structure recommendations) that may reasonably be required by the members to prepare themselves, shall be given no less than 14 days prior to the meeting.

Part 12 – Bylaws

61. On being admitted to membership, each member is entitled to and the society shall on request, without charge, provide a copy of the constitution and bylaws of the society.

62. These bylaws shall not be altered or added to except by special resolution.