



Strathcona Nordic Ski Club

CONSTITUTION

1. The name of the society is STRATHCONA NORDICS SKI CLUB.
 - a) To promote cross country skiing;
 - b) To encourage participation in and the growth of cross country skiing;
 - c) To encourage self development, leadership and sportsmanship in cross country skiing;
 - d) To support the aims of Cross Country BC and Cross Country Canada or their successor organizations;
 - e) To promote skiing safety;
 - f) To provide, operate and maintain programs and facilities for cross country skiing that include support for an integrated athletic development system up to the provincial team level;
 - g) To organize, conduct and promote competitive and fund raising activities in connection with and in the furtherance of cross country skiing;
 - h) For the purposes aforesaid to acquire, hold and operate on a non-profit basis properties of all kinds;
 - i) To generally do such things as are considered necessary to the attainment of the above objects.

2. Should the Society accumulate any profits they shall not go to the members but shall be distributed in the same manner as the assets would be distributed upon a winding up or dissolution as hereinafter provided:

Upon winding up or a dissolution of the Society any funds of the Society remaining after the settlement of its debts and liabilities shall be given or transferred to an organization(s) with purposes similar to the Society as may be determined by the members of the Society at the time of winding up or dissolution and if and so far as effect cannot be given to the foregoing provisions then such fund shall be given or transferred to some other organization provided that each organization referred to in this paragraph shall be a charitable organization, a charitable corporation or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act (Canada) from time to time in effect. This clause shall be unalterable.

For the love of skiing

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Bylaws of Strathcona Nordic Ski Club

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

"**Director**" means an individual elected or appointed to serve on the Board pursuant to these By-laws.

"**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution.

"**Society**" means Strathcona Nordics Ski Club

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution at a general meeting.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application. Unless otherwise determined by the Board, the membership year of the Society will be October 1 to September 30.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues, and any debts to the society, remain unpaid.

Member not in good standing may not vote

- 2.5 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 A general meeting must be held at the time and place the Board determines.

Notice of general meeting

- 3.2 Notice of the date, time and location of a general meeting will be sent to all members who have provided an email address, at least 21 days prior to the date of the meeting. The notice will also be posted throughout the period commencing at least 21 days before the meeting, on a website maintained by the society, and accessible to all the members of the society.

Ordinary business at general meeting

- 3.3 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Notice of special resolution

- 3.5** Notice of a general meeting must include the full text of any special resolution to be submitted to the meeting. The procedural rules around special resolutions are:
- (a) A Special Resolution cannot be raised after the Notice of Meeting of the members' meeting has been sent.
 - (b) A Special Resolution cannot be raised from the floor of a meeting. This includes all Special Resolution items, such as motions to remove directors, discipline members, or to amend bylaws.
 - (c) If bylaw or constitution changes are being considered for a vote by Special Resolution, the text of that item cannot be modified except to correct minor typos and references.
 - (d) If there is a need to modify the text, the proposed discipline, or the Special Resolution in general, the appropriate procedural step is to adjourn the meeting of the members, send out a new Notice of Meeting, then reconvene to vote on the resolution once all members have notice of the new proposed text.

Chair of general meeting

- 3.6** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.7** 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 meeting, the voting

members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.8** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.9** The quorum for the transaction of business at a general meeting is 20 voting members or 5% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.10** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) 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 voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.11** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.12** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.13** 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.

Order of business at general meeting

3.14 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' 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) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.15 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Majority of Votes

3.16 Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

Participation in general meeting by telephone or other communications medium

3.17 A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

The society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.

If one or more members vote at a general meeting in a manner contemplated by this section, the vote must be conducted in a manner that adequately discloses the intentions of the members.

Announcement of result

3.18 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.19 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.20 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.

Frequency of General Meetings

3.21 An annual general meeting must be held at least once in every calendar year, and not more than 15 months after the last preceding annual general meeting.

Extraordinary General Meeting

3.22 An Extraordinary General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 13 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Election of Directors - Eligibility

- 4.3** To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Have the power under law to contract;
 - c) Have not been declared incapable by a court in Canada or in another country; and
 - d) Not have the status of bankrupt.

Directors may fill casual vacancy on Board

- 4.4** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of a Director

- 4.6** The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

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

Conduct of directors' meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Voting

- 5.6 Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting does not have a second vote, and the proposed resolution does not pass.

Proposing Resolutions

- 5.7 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

Resolution in Writing

- 5.8 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.

In-Camera Meetings

- 5.9 The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:
- a) Discipline of any Director or Member;
 - b) Expulsion or suspension of any person from any office of the Society, or of any Member of the Society;
 - c) Recruitment and employment of personnel;
 - d) Acquisition of property or other contractual arrangements; or
 - e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.
 - f) The proceedings and minutes of the in-camera portion of the meeting are private, and not available to club members and directors not at the meeting.

Committees of Directors

- 5.10 The directors may delegate any, but not all, of their powers to committees consisting of directors, as they think fit. The committees will adhere to the following rules:
- a) A committee so formed in the exercise of the powers so delegated must conform to the 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 has been done
 - b) The members of a committee may meet and adjourn as they think proper.

PART 6 – BOARD POSITIONS

Duties of Directors

6.1 Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Election or appointment to Board positions

6.2 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

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

Role of vice-president

6.5 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.

Role of secretary

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

- (a) issuing 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) conducting the correspondence of the Board;

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

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

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

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions, necessary to comply with the Societies Act;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – FINANCE AND MANAGEMENT

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. A director **may** be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society, and as approved by the Board.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by two individuals authorized by the Board to sign the record on behalf of the Society.

Borrowing

- 7.3** In order to carry out the purposes of the society the directors may, on behalf of the society, borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws.

Borrowing Restriction

- 7.4** The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

Investment of society's funds

- 7.5** The Board, on behalf of the Society may invest its funds only in investments in which a prudent investor might invest, and in accordance with these Bylaws.

Auditor

- 7.6** This Part applies only if the society is required, or has resolved, to have an auditor. At each annual general meeting of the society the society can appoint an auditor to review the financial affairs of the Society.

Access to Records

- 7.7** Books and Records – The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept. At the discretion of the Board, Minutes of meetings of the Board and records of the Corporation may not be available to the general membership of the Society but will be available to the Board, each of whom will receive a copy of such minutes.

PART 8 – INDEMNIFICATION

Will Indemnify

- 8.1** The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

Will not Indemnify

- 8.2** The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

PART 9 – DISSOLUTION

Dissolution

- 9.1** Should the Society accumulate any profits they shall not go to the members but shall be distributed in the same manner as the assets would be distributed upon a winding up or dissolution as hereinafter provided:

Upon winding up or a dissolution of the Society any funds of the Society that remain after settlement of its debts and liabilities shall be given or transferred to an organization(s) with purposes similar to the Society as may be determined by the members of the Society at the time of winding up or dissolution and if and so far as effect cannot be given to the foregoing provisions then such fund shall be given or transferred to some other organization provided that each organization referred to in this paragraph shall be a charitable organization, or a charitable trust, recognized by Revenue Canada as being qualified as such under the provisions of the Income Tax Act (Canada) from time to time in effect. This provision was previously unalterable.

PART 10 – AMENDMENT OF BYLAWS

Amending the Bylaws

- 10.1** These Bylaws may only be amended, revised, repealed or added to by Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject or amend the Bylaws by Special Resolution.
- 10.2** Bylaws amendments take effect when the amendments have been filed with the BC Registry Services.

PART 11 - ADOPTION OF THESE BYLAWS

Adopting the Bylaws

- 11.1** These Bylaws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on October 20, 2018
- 11.2** In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

