

Constitution

1. The name of the society is “**Victoria Alpine Ski Club**”
2. The purpose(s) of the society is (are):
 - a) to promote involvement in the sport of skiing;
 - b) to organize social and sporting activities;
 - c) to create an atmosphere which promotes a sense of community amongst club members;
 - d) to raise funds for the activities of the club by way of fees, donations or otherwise.
3. In the event of a winding up of the club, all assets remaining after payment of the debts and liabilities shall be distributed to one or more, non-profit or charitable organizations, as the executive committee may decide. This clause shall be inalterable.

Bylaws

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the *Society Act* and any other bylaws.

Bylaws of the **Victoria Alpine Ski Club**

Part 1 — Interpretation

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

"Directors" means the Directors of the society for the time being. Directors include the President, Vice-President, Secretary, Treasurer, and Directors-at-Large;

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it; **"registered address"** of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Unless otherwise noted in these by-laws, all votes shall be carried by a simple majority (50%+1).

3 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

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

5 A person of 19 years of age or older, may become a member of the society upon submission of a properly completed membership form and payment of the annual membership dues.

6 Every member must uphold the constitution and comply with these bylaws, CLUB policies and procedures as amended from time to time.

7 The annual membership dues may be changed upon the recommendation of the Executive Committee by a majority vote at the annual general meeting of the society.

8 A person ceases to be a member of the society

- (a) by delivering his or her resignation in writing to the Secretary of the society or by mailing or delivering it to the address of the society;
- (b) on his or her death or, in the case of a corporation, on dissolution;
- (c) on being expelled for conduct unacceptable to the club;
- (d) on having been a member not in good standing for 2 consecutive months; or
- (e) on having outstanding debts to the club for a period greater than 60 days.

9 (1) A member may be expelled by:

- (a) a special resolution of the members passed at a general meeting;
- (b) a motion of the Directors with at least seventy-five (75) percent voting in favour.

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

(3) The person who is the subject of the proposed resolution or motion for expulsion must be given a notice of expulsion by registered mail and an

opportunity to be heard at the meeting before the special resolution or motion is put to a vote.

- (4) The person who has been expelled by a vote of the Directors may challenge that decision at the next Directors' meeting. Written notice of such a challenge must be given within fourteen (14) days of the receipt of the notice of expulsion.
 - (5) Should the Directors, upon reconsideration, uphold the expulsion, the person who has been expelled may challenge that decision at an extraordinary general meeting. Written notice of such a challenge must be given within thirty (30) days of the receipt of reaffirmation of expulsion.
 - (6) In the event that an extraordinary general meeting has been convened, the President or his/her delegate shall speak on behalf of the Board of Directors, and the appellant shall be given the opportunity to address the meeting.
- 10 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 11 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13 The Directors may, when they think fit, convene an extraordinary general meeting.
- 14 Members may petition the Directors to convene an extraordinary general meeting to deal with a specific topic. Such a petition must contain the signatures of at least ten percent (10%) of the current members in good standing.
- 15
- (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) 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.

16 The annual general meeting will be held before the end of May each year.

Part 4 — Proceedings at General Meetings

17 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting, except the following:
 - (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;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

18 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 10% or fifteen (15) members in good standing; whichever is the lesser, as of fourteen (14) days prior to the general meeting.

19 If within 60 minutes from the time appointed for a general meeting a quorum is not present, the members present constitute a quorum.

20 Subject to bylaw 21, the President of the society, the President, Vice President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.

21 If at a general meeting

- (a) there is no President, President, Vice President or other Director present within 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 the chair, the members present must choose one of their number to be the chair.
- 22
 - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 23
 - (1) The chair of a meeting may move or propose a resolution. A resolution proposed at a meeting must be seconded before it may be considered and voted upon.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 24
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting will be by show of hands or by secret ballot, as the executive committee shall decide.
 - (3) Voting by proxy is not permitted.

Part 5 —Directors and Officers

- 25
 - (1) The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society;
 - (b) these bylaws; and

- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- (3) For the purpose of this by-law, the word “rule” shall mean a rule passed in general meeting by the members in good standing of the Society by a simple majority of votes cast in person provided that notice of not less than 14 days, specifying the intention to propose the rule, has been given in accordance with these by-laws.
- 26 (1) The Directors of the Society shall be as follows: President, Vice-President, Secretary, Treasurer, as well as no less than four (4) and up to eight (8) Directors-at-large.
- (2) The number of Directors shall be no less than eight (8) and no more than twelve (12), exclusive of the Past President. Changes to the number of Director-at-large positions shall be recommended to the membership and voted on prior to the election taking place.
- (4) The immediate past President will be an ex officio Director of the Society. He/she is invited to participate as a full Executive member, but is not required to be counted for the purposes of establishing a quorum.
- 27 (1) The Directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each Director’s position in the following order: President, Vice-President, Secretary, Treasurer and then the Directors-at-Large.
- (3) Directors-at-large will be voted on by one ballot with the largest number of votes received determining the successful candidates.
- (4) An election may be by acclamation; otherwise it must be by ballot.
- (5) Members of the society must vote for at least two (2) candidates for the position of Director at Large.
- (6) All outgoing Directors shall turn over all records, books, information, etc. in good order and up-to-date within 7 days of the annual general meeting. They will also make themselves available for orderly changeover of authorized bank signatures and/or any other requirement to ensure continuity of the Society’s business affairs.

- 28
- (1) The Directors may at any time and from time to time appoint a member as a 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.
 - (3) The Directors shall and officers shall appoint as required non-standing members to organize or to assist in organizing various activities and projects of the Society.
- 29
- (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.
 - (2) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 30
- 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.
- 31
- A Director shall be reimbursed for all pre-approved expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the society.
- 32
- A Director must not be remunerated for being or acting as a Director but a Director may charge for mileage for travel on ski club business to or from ski club events, at the maximum non-taxable rate as prescribed by Canada Revenue Agency, to a maximum of \$275.00 per year.

Part 6 — Proceedings of Directors

- 33
- (1) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.
 - (3) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.

- (4) A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.
- 34 (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Director(s) and member(s) as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must 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 has been done.
- 35 The Directors shall appoint a chairman of a Committee, but if the chairman is not present within 30 minutes after the time appointed for holding any scheduled meeting, the committee members present shall choose one of their number to be the chairman of the meeting.)
- 36 The members of a committee may meet and adjourn, as they think proper.
- 37 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 the Directors is present.
- 38 A Director who may be absent temporarily from Victoria may send or deliver to the address of the society a waiver of notice, in writing, which may be by letter, fax or e-mail, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Directors is not required to be sent to that Director, and
- (b) any and all meetings of the Directors of the society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 39 (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 40 A resolution proposed at a meeting of Directors or committee of Directors must be seconded, and the chair of a meeting may move or propose a

resolution.

- 41 A resolution in writing, signed by all the Directors or agreed to through internet communication by a majority of 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

- 42 (1) The President presides at all meetings of the society and of the Directors.
(2) The President is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

- 43 The Vice President must carry out the duties of the President during the President's absence.

- 44 The Secretary is responsible for the following:

- (a) conducting the correspondence of the society;
- (b) issuing notices of meetings of the society and Directors;
- (c) maintaining minutes of all meetings of the society and Directors;
- (d) maintaining custody of all records and documents of the society except those required to be kept by the Treasurer;
- (e) maintaining the register of members.

- 45 The Treasurer must

- (a) maintain 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.

- 46 (1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.
(2) If a Secretary-Treasurer holds office, the total number of Directors must not be less than 7 or the greater number that may have been determined under bylaw 26 (2).

- 47 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting. 48 The Directors at large must

- (a) participate in standing and ad hoc committees; they may act as the

- chair of such committees
- (b) assume duties delegated to them as decided by the first meeting of each newly elected board of Directors.

Part 8— Borrowing

- 49 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 that power, by the issue of debentures.
- 50 A debenture must not be issued without the authorization of a special resolution.
- 51 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 9 — Review of Financial Records

- 52 The society has resolved to have its financial statements reviewed by an appointed committee, on an annual basis.
- 53 Appointments to the committee shall be recommended by the Directors and approved by the membership at the annual general meeting. A person acting as a Director in the fiscal year that is subject to review shall not be eligible to serve on this committee. Member(s) of the committee need not be members of the club.
- 54 The committee shall report their findings in writing, together with the reviewed financial statements, to the Directors. The report shall then be presented to the membership at the annual general meeting.
- 55 At least one member of the financial review committee shall attend the annual general meeting where the report is presented. At the meeting the committee members(s) may be called upon to answer questions concerning the review of the financial statements.

Part 10 — Notices to Members

- 56 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 57 A notice sent by mail is deemed to have been given on the second day following the day 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.

- 58 (1) Notice of a general meeting must be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) member(s) of the Financial Review Committee.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 11 — Bylaws

- 59 A copy of the constitution and by-laws shall be available at each general meeting of the club and, upon request the society shall give members.
- 60 These bylaws must not be altered or added to except by special resolution.