

## REVELSTOKE NORDIC SKI CLUB

### CONSTITUTION

1. The name of the club is “REVELSTOKE NORDIC SKI CLUB”.
2. The purposes of the club are:
  - a) To promote interest in and to develop sportsmanship and proficiency in nordic skiing.
  - b) To organize, administer and coordinate appropriate nordic skiing opportunities for all ages in the community.
  - c) To enter into affiliation or reciprocal arrangements with any other society or club with which it is considered advisable, that it may in any way assist in achieving any or all of the purposes of the club.
  - d) To obtain and manage the necessary finances, personnel and equipment to operate nordic skiing programmes and facilities.
3. The operations of the club are to be carried on chiefly in the local Revelstoke area.
4. The purposes of the club shall be carried out without purpose of gain for its members and any profits or other accretions to the club shall be used for promoting its purposes.
5. In the event of the dissolution of the club, funds and assets of the club remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the club at the time of dissolution provided that such organization or organizations shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government.
6. Paragraphs 3, 4 and 5 of the Constitution are unalterable in accordance with the Society Act.

### BY-LAWS

Here set forth, in numbered clauses, the by-laws providing for the matters referred to in section 6 (1) of the Society act and any other by-laws.

#### Part 1 – Interpretation

1. (1) In these by-laws, unless the context otherwise requires:

- a) “directors” means the directors of the club 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 his address as recorded in the register of members;
  - d) “term” means the time between the annual general meeting and the **general meeting in two years time unless referring to an additional director in which case “term” means the time between the annual general meeting and the immediate next general meeting;**
  - e) “officer term” means the time between the first directors meeting following an annual general meeting and the first directors meeting following the immediate next annual general;
  - f) “extraordinary general meeting” is any meeting other than an annual general meeting.
- (2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa: and words importing a male person include a female person.

#### Part 2 – Membership

- 3. The members of the club are the applicants for incorporation of the club, and those persons who subsequently have become members, in accordance with these by-laws, 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. The membership of the club shall be divided into the following classes: **Lifetime: Adult: Youth: Family.**
  - a) **Lifetime** membership may be conferred on members or individuals who have rendered distinctive service to the club and shall be ratified by the directors. **Lifetime** members shall pay no fees and have one vote at meetings in perpetuity.
  - b) **Adult membership shall be granted to any person 16 years of age and over upon payment of an annual membership fee which will entitle them to membership for the current year and voting privileges.**
  - c) **Youth membership shall be granted to any person under 16 years of age upon payment of an annual membership fee which will entitle them to membership for the current year and no voting privileges.**
  - d) **Family membership shall be granted to family units, with no restriction as to numbers in a family unit, upon payment of an annual membership fee which will entitle them to membership for the current**

**year. Individuals in a Family membership who are 16 years of age and over have voting privileges.**

6. Every member shall uphold the constitution and comply with these by-laws.
7. The amount of the first annual membership dues, if any, shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting or special general meeting of the club and passed by two-thirds majority vote of members present.
8. A person shall cease to be a member of the club:
  - a) By delivering his resignation in writing to the secretary, or by mailing or delivering it to the address of the club; or
  - b) On his death; or
  - c) On being expelled; **or**
  - d) **On having been a member not in good standing for 4 consecutive months.**
9.
  - a) A member may be expelled by a special resolution of the members passed at a general meeting.
  - b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - c) 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.
10. All members are in good standing except a member who has failed to pay his current annual membership fee, or other subscription or debt due and owing by him to the club.
11. **Membership fees for the current year are due October 31<sup>st</sup> of each year.**

### Part 3 – Meetings of Members

12. General meetings and extraordinary general meetings of the club shall be held at such time and place, in accordance with the Society Act, as the directors decide.
13.
  - a) Written notice of general meetings **shall be sent to members a minimum of 14 calendar days before the general meeting is to take place and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business.**
  - b) **Written notice may be sent to members by mail or by Email. In the case of Email the notice shall be considered received if there is no rejection notice within two days of the Email being sent.**

- c) 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 club shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year **in the months of March or April.**

#### Part 4 – Proceedings at General Meetings

15. Special business is:
- 1) All business of an extraordinary general meeting except the adoption of rules of order; and
  - 2) All business that is transacted at an annual general meeting, except:
    - a) the adoption of rules of order;
    - b) the consideration of the financial statements;
    - c) the reports of the directors;
    - d) the report of the auditor, if any;
    - e) the election of directors;
    - f) the appointment of the auditor, if required; and
    - g) such other business as, under these by-laws, 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.
- a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - b) If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c) A quorum is 10 members present.
  - d) If a quorum is not present at the time the meeting is called, it shall be adjourned and reconvened 30 minutes later and those members present shall constitute a quorum.
17. The president of the Club, the vice-president or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- 18.
- a) 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 left unfinished.
  - b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- c) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
19. In the case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 20.
- a) A member in good standing present at a meeting of members is entitled to one vote.
  - b) Voting is by show of hands, unless the members otherwise decide.
  - c) Voting by proxy is not permitted.

#### Part 5 – Directors and Officers

- 21.
- a) The president, vice-president, secretary, and treasurer **shall be officers of the club and shall be elected from among the directors at the first directors meeting following the annual general meeting.**
  - b) An officer must be a director and ceases to be an officer when he ceases to be a director.
  - c) There shall be **a maximum of 11** directors.
- 22.
- a) The conduct of the business, management and operation of the club shall be carried on by the directors, who for this purpose shall have vested in them all the powers of the club action in general meeting.
  - b) No rule made by the club in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
  - c) **The term of office of each director shall be 2 years.**
  - d) In the event of the death, resignation or withdrawal of any director, the directors shall fill the vacancy so caused for the unexpired portion of the term from the general membership.
23. No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the club.
- 24.
- a) At least four weeks prior to the annual general meeting, the directors shall appoint a nominating committee
  - b) The nominating committee shall propose a slate of directors for the ensuing year and shall report the same to the annual general meeting. After the report has been given, the chair of the nominating committee shall call for nominations from the floor for the directors to be elected. All names, when properly seconded, shall be added to those recommended by the nominating committee.
  - c) Consent of a nominee-for-election as a director must be obtained before his nomination.

- d) Election procedures at the annual general meeting shall be determined by the members present.
25. No act or proceeding of the directors is invalid only by reason of there being less than the perscribed number of directors in office.
26. The members may, by special resolution, remove a director before the expiration of his/her office, and may elect a successor to serve to next annual meeting.

#### Part 6 - Proceedings of Directors

27. a) Questions arising at any meeting of the directors or of a committee of directors shall be decided by a majority of votes.  
b) In case of an equality of votes the chair does not have a second or casting vote.  
c) **A quorum at meetings of the directors shall consist of a majority of the directors in office at the time.**
28. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

#### Part 7 – Standing Committees

29. Special committees may be appointed from time to time by the directors as deemed necessary, and the chair of these committees shall be chosen by the members of each committee.
30. Chairs of special committees shall attend meetings of the directors during the term of their committees' activities, but shall have no vote.

#### Part 8 – Duties of Officers

31. a) The president shall preside at all meetings of the club and of the directors, unless the members or directors otherwise decide.  
b) The president is the chief executive officer of the club.
32. The vice- president shall carry out the duties of the president during his absence.
33. The secretary shall :
- conduct the correspondence of the club;
  - issue notice of meetings of the club and directors;
  - keep minutes of all meetings of the club and directors;
  - have custody of all records and documents of the club except those required to be kept by the treasurer.
34. The treasurer shall:

- keep such financial records, including books of account, as are necessary to comply with the Society Act;
  - render financial statements to the directors, members and others when required.
35. a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- b) Other officers, if any, shall perform such duties as the members decide.
- c) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
36. In the absence of the secretary from a meeting, the directors shall appoint another person to act as a secretary at the meeting.
37. Three directors, one of whom shall be the president, shall have signing privileges for the financial transactions of the club. Each transaction shall require two of the three director's signatures.

#### Part 9 - Fiscal Year

38. The fiscal year shall end on the thirty-first day of March each year.
39. The club shall from time to time appoint an auditor who shall make an audit of the club's affairs as of the first day of May in each and every year, for the purpose of presenting same to the annual general meeting.

#### Part 10 – Borrowing

40. In order to carry out the purpose of the club, the directors may, on behalf of and in the name of the club, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the forgoing, by the issue of debentures.
41. No debenture shall be issued without the sanction of a special resolution.
42. The members may, by special resolution, restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

#### Part 11 – Notice to Members

43. A notice may be given to a member, either personally or by mail to him at his registered address.
44. 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 that the notice was properly addressed and put in the Canadian post office receptacle.

45.
  - a) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
  - b) No other person is entitled to receive a notice of a general meeting.

Part – 12 By-Laws

46. Where not inconsistent with these by-laws, “Roberts Rules of Order” shall apply so far as applicable to all meetings of the club.
47. After being admitted a member is entitled to a copy of the Constitution and By-Laws upon paying the sum of \$1.00.
48. These by-laws shall not be altered or added to except by special resolution.