



PURPOSES & BY-LAWS

OF THE

B.C. BOBSLEIGH & SKELETON

ASSOCIATION

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CHANGES)



PURPOSES OF THE BRITISH COLUMBIA BOBSLEIGH & SKELETON ASSOCIATION (THE “BCBSA”)

1. The purposes of the BCBSA are:
 - (a) To develop and establish an amateur bobsleigh and skeleton association in the province of British Columbia;
 - (b) To encourage and maintain training assistance for bobsleigh and skeleton athletes of British Columbia;
 - (c) To raise money and to apply for and receive grants from any governmental or private source to aid in the achievement of the purposes of the BCBSA;
 - (d) To develop a sliding culture in British Columbia;
 - (e) To support recreational sliding; and
 - (f) To do all such other things as incidental of conducive to the attainment of the purposes of the BCBSA.



BYLAWS OF THE BRITISH COLUMBIA BOBSLEIGH & SKELETON ASSOCIATION

1. PART 1 — INTERPRETATION

1.1 Definitions

1.1.1 In these bylaws, unless the context otherwise requires:

“**Annual General Meeting**” is the general meeting of the Members that is held annually after April 31.

“**Associate Members**” are members of the BCBSA who are not Full Members;

“**Directors**” means the directors elected or appointed for the BCBSA;

“**Executive Committee**” of the Directors is made up of the President, the Vice President, the Treasurer, and the Secretary.

“**extraordinary general meeting**” is a general meeting of the Members that is not the Annual General Meeting;

“**Full Members**” are those members of the BCBSA with full rights and privileges;

“**general meeting**” is a meeting of the Members;

“**Members**” means the members of the BCBSA as provided for in these bylaws;

“**President**” is the Full Member elected or appointed to the position of President;

“**Secretary**” is the Full Member elected or appointed to the position of Secretary;

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

“**special resolution**” is a resolution that must have two thirds support in order to pass;

“**Treasurer**” is the Full Member elected or appointed to the position of Treasurer; and

“**Vice President**” is the Full Member elected or appointed to the position of Vice President.

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

1.1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

2. PART 2 — MEMBERSHIP

2.1 Members

2.1.1 The Members of the BCBSA are those who:

- (a) Become Members in accordance with these bylaws; and
- (b) Have not ceased to be Members.

2.2 Classes of Members

2.2.1 Full Membership

2.2.2 The following natural persons are eligible to become Full Members:

- (a) athletes,
- (b) coaches,
- (c) officials, and
- (d) others as determined by the Directors.

2.2.3 Only Full Members are entitled to any insurance coverage should the BCBSA purchase insurance.

2.2.4 Associate Membership

2.2.5 A person, including a corporation, may become an Associate Member of the BCBSA upon payment of an associate membership fee and fulfilling such other reasonable requirements as determined by the Directors from time to time.

2.2.6 The Directors, in their discretion, may create different classes of Associate Membership with different rights and privileges.

2.2.7 Associate Members are not Full Members and shall not be entitled to vote at general meetings.

2.3 Membership - General

2.3.1 A person may become a Member of the BCBSA by applying for membership, fulfilling the requirements of the class of membership applied for, and on payment of the applicable membership fee and annual dues as determined by the Directors.

2.3.2 Membership in the BCBSA ends each year on April 31.

2.3.3 Every Member must uphold the constitution and comply with these bylaws.

2.3.4 A person under the age of 18 years who is admitted as a Member of the BCBSA is liable to the payment of fees, dues, and assessments, and is otherwise liable under the rules of the BCBSA as if an adult.

2.3.5 All Members are in good standing except a member who has failed to pay dues, fees, assessments or other debt owed to BCBSA. Any Member not in good standing will remain so as long as the debt to BCBSA remains unpaid. Only Members in good standing may vote at a general meeting.

2.4 Membership Fees

2.4.1 The Directors may from time to time determine the amount payable as a membership fee and as annual dues by each member according to class of membership.

2.4.2 The Directors may from time to time determine the amount of money to be assessed against any class of Members in addition to the membership fees and annual dues. Such an assessment must be paid in order to maintain membership.

2.5 Loss of Membership

2.5.1 A person ceases to be a Member of the BCBSA, with no privileges or powers

- (a) by delivering his or her resignation to the BCBSA;
- (b) on death or expulsion; or
- (c) when that Member is in arrears, without leave from the Directors, for fees, dues, assessments, or other debts for 30 days or more after payment is due.

2.5.2 Any Member may be expelled for any period of time, including permanently, by a special resolution at a general meeting for any cause. However,

- (a) the notice of the general meeting must be accompanied by a brief statement of the reasons for the proposed expulsion; and
- (b) the Member must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.6 Notices to Members

2.6.1 Notice may be given to a Member, either personally, by mail, or by email.

2.6.2 Notice of a general meeting must be given to every Member shown on the register of Members on the day notice is given and the auditor, if there is one appointed. No other person is entitled to receive a notice of a general meeting.

3. PART 3 — MEETINGS OF MEMBERS

3.1 General Meetings

3.1.1 General meetings of the BCBSA must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.

3.1.2 General meetings of the Members are either

- (a) the Annual General Meeting, or
- (b) an extraordinary general meeting.

3.1.3 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. The Directors must attempt to send notice to all Members by email, or, if the member informs the Secretary, by another method.

3.1.4 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 a general meeting.

3.1.5 The Annual General Meeting of the BCBSA must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

3.1.6 The Directors may, when they think fit, convene an extraordinary general meeting. If there are no Directors any Member may convene an extraordinary general meeting.

3.2 Special Business

3.2.1 Special business is

- (a) business that must be the subject of the notice of the meeting pursuant to s. 3.1.3;
- (b) at an extraordinary general meeting, all business except the adoption of rules of order; and
- (c) at an Annual General Meeting, all business except
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors or the auditor, if any;
 - (iv) the election of Directors;
 - (v) the appointment of the auditor, if required; and

- (vi) 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.

3.3 General Procedure

3.3.1 A quorum is 3 members present.

3.3.2 Business must not be conducted at a general meeting at a time when a quorum is not present, except for

- (a) the election of a chair; and
- (b) the adjournment or termination of the meeting.

3.3.3 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.

3.3.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting must stand adjourned to the same day in the next week, at the same time and place, at which there will be no quorum.

3.3.5 The President of the BCBSA, the Vice President or, in their absence, one of the other Directors present, must preside as chair of a general meeting. However, if there are no Directors present within 15 minutes from the time appointed, then the Members present must choose one of their number to be the chair.

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

3.3.7 At a general meeting, in order to pass:

- (a) a resolution, except for a special resolution, must be supported by a simple majority (50% +1) of the voting Members. In the case of a tie vote the proposed resolution does not pass. The chair does not have a casting or second vote; and
- (b) a special resolution must be supported by a two thirds majority of the voting Members.

3.3.8 A Full Member in good standing present at a meeting of Members is entitled to one vote, unless in receipt of a proxy.

3.3.9 Voting is by show of hands, or markers if any Full Member is voting by proxy.

3.3.10 Voting by proxy is permitted. The Directors will provide the process and form for proxies to be granted. A Full Member in good standing may give a proxy to another Full

Member in good standing, and that proxy may only be used in an upcoming general meeting for which notice has been given. A Full Member in receipt of a proxy may vote that proxy in any way, without limitation. A Full Member may only be in receipt of a maximum of three proxies (in addition to their own vote).

3.4 Adjourment

3.4.1 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.

3.4.2 It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting, except when a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

4. PART 4 — DIRECTORS AND OFFICERS

4.1 Powers of Directors

4.1.1 The Directors may exercise all the powers and do all the acts and things that the BCBSA may exercise and do, except:

- (a) those that are by these bylaws or by statute or otherwise required to be done by the BCBSA in a general meeting;
- (b) those that are contrary to any laws affecting the BCBSA, these bylaws, or rules consistent with these Bylaws that are made by the BCBSA in a general meeting.

4.1.2 In order to carry out the purposes of the BCBSA, the Directors may, on behalf of and in the name of the BCBSA, raise, borrow or secure the payment or repayment of money in the manner they decide. The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

4.1.3 A rule, made by the BCBSA 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.

4.2 The Directors

4.2.1 The Directors of the BCBSA are the:

- (a) President,
- (b) Vice President,
- (c) Secretary,
- (d) Treasurer,
- (e) Athlete Representative (Bobsleigh),
- (f) Athlete Representative (Skeleton), and
- (g) one or more others as Directors-at-Large.

4.2.2 The Athlete Representative (Bobsleigh) and the Athlete Representative (Skeleton) will be appointed as a result of elections to be held by the Directors, where athlete Members in good standing from each sport are eligible to vote for a representative from amongst their ranks. Voting for the athlete representative positions will take place within four months of the Annual General Meeting.

4.2.3 The number of Directors must be 3 or a greater number determined from time to time at a general meeting. There may be an unlimited number of Directors-at-Large.

4.2.4 The offices of Secretary and Treasurer may be held by one person.

4.2.5 All Directors must retire from office at each Annual General Meeting.

4.2.6 At the Annual General Meeting, separate elections must be held for each office to be filled, except for the Athlete Representatives. Any Full Member is eligible to stand for election as a Director. In order to be elected to a position, a Full Member must either:

- (a) indicate to the Secretary in advance of the meeting that the Full Member is willing to stand for election to that position, whether or not the Full Member is in attendance at the Annual General Meeting; or
- (b) be in attendance at the Annual General Meeting and indicate a willingness to stand for election.

4.2.7 An election may be by acclamation, otherwise it must be by show of hands or markers if any Full Member is voting by proxy.

4.2.8 If a successor is not elected, the person previously elected or appointed continues to hold office, unless that person declines, in which case the position becomes vacant.

4.2.9 The Directors may at any time appoint a Full Member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the next Annual General Meeting of the BCBSA, but is eligible for re-election at the meeting.

4.2.10 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

4.2.11 At an extraordinary general meeting, the members may remove a Director before the expiration of his or her term of office by special resolution, and may elect a successor to complete the term of office.

4.2.12 A Director must not be remunerated for being or acting as a Director but a Director should be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the BCBSA. A Director may, however, provide BCBSA services for remuneration other than services as a Director.

5. PART 5 — PROCEEDINGS OF DIRECTORS

5.1 Meetings

5.1.1 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.

5.1.2 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.

5.1.3 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.

5.1.4 Any Director may at any time request of the Secretary, and the Secretary must, convene a meeting of the Directors. If the position of Secretary is vacant, or the Secretary does not convene a meeting within a week, then any Director may convene a meeting of the Directors.

5.1.5 Meetings of the Directors may take place in person, by teleconference, by videoconference, by web-conference, or by any other similar method of communication.

5.1.6 The Executive Committee of the Directors shall conduct meetings monthly.

5.1.7 A meeting of the Directors must take place at least quarterly, but may take place more frequently.

5.1.8 Notice of a meeting of the Directors will be given via email.

5.1.9 After elected or appointed a Director must communicate to the Secretary an email address to which notice of meetings may be sent.

5.1.10 Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority (50% +1) of votes of those in attendance.

5.1.11 In the case of a tie vote, the chair does not have a second or casting vote.

5.1.12 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.

5.1.13 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.

5.2 Committees

5.2.1 The Directors may create committees that consist of Directors and Members and may delegate any, but not all, of their powers to those committees. All committees must have at least one Director.

5.2.2 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.

5.2.3 A committee must elect a chair of its meetings from among the Directors on the committee, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

5.2.4 The members of a committee may meet and adjourn as they think proper.

6. PART 6 — DUTIES OF OFFICERS

6.1 President

6.1.1 The President presides at all meetings of the BCBSA and of the Directors.

6.1.2 The President is the chief executive officer of the BCBSA and must:

- (a) supervise the other officers in the execution of their duties;
- (b) supervise any employees of the BCBSA;
- (c) manage the day to day business of the BCBSA; and
- (d) ensure that all requirements of any funding are being met.

6.2 Vice-President

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

6.3 Secretary

6.3.1 The Secretary must do the following:

- (a) conduct the correspondence of the BCBSA;
- (b) issue notices of meetings of the BCBSA and Directors;
- (c) keep minutes of all meetings of the BCBSA and Directors;
- (d) have custody of all records and documents of the BCBSA except those required to be kept by the Treasurer; and
- (e) maintain the register of members.

6.3.2 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

6.4 Treasurer

6.4.1 The Treasurer must

- (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.

7. PART 7 — GENERAL PROVISIONS

7.1 The Common Seal

7.1.1 The Directors may provide a common seal for the BCBSA and may destroy a seal and substitute a new seal in its place. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary.

7.2 Bylaws

7.2.1 On being admitted to membership, each member is entitled to, and the BCBSA must give the member without charge, a copy of the constitution and bylaws of the BCBSA.

7.2.2 These bylaws must not be altered or added to except by special resolution at a general meeting.

7.3 Auditor

7.3.1 This section applies only if the BCBSA is required or has resolved to have an auditor.

7.3.2 At each Annual General Meeting the Members must appoint an auditor to hold office until the next Annual General Meeting.

7.3.3 An auditor may be removed by ordinary resolution at a general meeting.

7.3.4 The Directors may appoint an auditor in the first instance or in case an auditor resigns or is no longer fulfilling the duties of the auditor. An auditor so appointed will remain in office until the next Annual General Meeting

7.3.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

7.3.6 A Director or employee of the BCBSA must not be its auditor.

7.3.7 The auditor may attend general meetings.