

Fort Langley Canoe Club Constitution & Bylaws

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## Fort Langley Canoe Club Constitution

### February 2017 Revision

1. The name of the Society is the **Fort Langley Canoe Club**.
2. The purposes of the Society are:
  - a) To promote, organize and engage in recreational and competitive paddling, training, programs and regattas for youths and adults; offering physical development, paddling skills and safety, and the development of leadership, social skills and mature, positive self esteem.
  - b) To participate in provincial, national and international organizations to promote paddling.
  - c) To instill in our members values of good sportsmanship, good citizenship, and preservation of our environment.
3. The activities of the Society are primarily to be carried out in the Province of British Columbia.

# Bylaws of Fort Langley Canoe Club (the "Society")

## 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.

### 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.

There shall be three types of membership:

- a) **Senior Club Membership** – A senior member shall be 19 years of age or over on the first day of the membership year, and shall have all privileges of membership including the right to hold office in the club. All senior members in good standing are eligible to vote at the club's general meetings.
- b) **Junior Club Membership** – A junior member shall be 8 years of age or over but less than 19 years of age on the first day of the membership year and shall have all privileges of membership excluding the right to hold office in the club. All junior members in good standing are eligible to vote at the club's general meetings.
- c) **Associate Membership** – An associate member is by invitation and approval by the directors who may have only the use of designated equipment at designated times. An associate member does not have the right to vote and hold office. Fees are set by the directors.

## **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws, policies and procedures as well as the Code of Conduct.

## **Amount of membership dues**

- 2.3** The amount of the annual membership dues must be determined by the Board.
- a) The amount of annual membership shall be ratified at a general meeting.
  - b) The Board of Directors has discretionary power to waive or modify dues when appropriate cause is shown.
  - c) The yearly membership fees may include any change in insurance fees without approval at a general meeting.

## **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, or any other subscription/debt due and owing by the member to the society and the member is not in good standing for so long as those dues remain unpaid or does not comply with the code of conduct. A member can be expelled by a special resolution of the members passed at a general meeting.

## **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.
  - c) may not use club equipment

## **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.

## **Expulsion of member**

**2.7** A member may be expelled by a special resolution of the members passed at a general meeting.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

#### **3.1**

- a) A general meeting must be held at the time and place the Board determines.
- b) An annual general meeting shall be held every calendar year and not more than fifteen months after holding the last preceding annual general meeting.

### **Ordinary business at general meeting**

#### **3.2** 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;
- d) election or appointment of directors;
- e) business arising out of a report of the directors.

### **Notice of special business**

#### **3.3** 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 to form a reasoned judgment concerning that business. The notice must be sent to all members a minimum of 14 days prior to the meeting. Notice may be sent to members, either personally or electronically.

### **Chair of general meeting**

#### **3.4** 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 Commodore,
  - (ii) the Vice-commodore, if the Commodore is unable to preside as the chair, or

- (iii) one of the other directors present at the meeting, if both the Commodore and Vice-commodore are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.5** 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**

- 3.6** 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**

- 3.7** The quorum for the transaction of business at a general meeting is 15% of the voting members. Voting by proxy is permitted, provided the proxy is in writing and is carried by another voting member in good standing. Each voting member present may carry a maximum of 9 proxies.

### **Lack of quorum at commencement of meeting**

- 3.8** 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 rescheduled within two weeks. If 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**

- 3.9** 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**

- 3.10** 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**

**3.11** 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**

**3.12** 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 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
- 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**

**3.13** 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 or after 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.

### **Announcement of result**

**3.14** 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.

### **Matters decided at general meeting by ordinary resolution**

**3.15** 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. A special resolution requires a two-thirds majority.

**3.16** The members may, with a minimum of 10% of the membership and written notice to the directors, requisition a general meeting. The directors must call a meeting within twenty-one days of receiving the members' request at the society's official address. If they fail to do so, the requisitioning members may call a general meeting independently.

**3.17** Every general meeting, other than an annual general meeting, is a special general meeting. The directors may, whenever they think fit, convene a special general meeting. Notice must be given as in 3.3

### **Policy and Procedure**

**3.18** Member will follow all FLCC published policies and procedures, or in the absence of a stated FLCC policy or procedure, the policy of the most relevant recognized paddling organization.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 and no more than 9 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.

### **Directors may fill casual vacancy on Board**

**4.3** 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**

- 4.4** 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.
- 4.5** 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 Commodore 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. Proxy or electronic votes are valid but must be ratified at the next directors’ meeting.

### **Expenditures and Borrowing**

- 5.6** Decisions resulting in non-budgeted expenditures over \$5000 must be approved at a general meeting of the members.
- 5.7** The directors may, on behalf of and in the name of the society, in order to carry out the purposes 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. A debenture must not be issued without the authorization of a special resolution. 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 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions:

- a) Commodore;
- b) Vice-commodore;
- c) Secretary;
- d) Treasurer;
- e) 5 Directors at Large

### **Role of Commodore**

**6.3** The Commodore is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of Vice-commodore**

**6.4** The Vice-commodore is the vice-chair of the Board and is responsible for carrying out the duties of the commodore if the commodore is unable to act.

### **Role of Secretary**

**6.5** 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**

**6.6** 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**

- 6.7** 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;
  - c) preparing the Society's financial statements;
  - d) making the Society's filings respecting taxes.
- 6.8** All directors shall perform such duties as delegated by the Board of Directors.
- 6.9** 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. A committee 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. The members of a committee may meet and adjourn as they think proper.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **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.

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

## **PART 8 – DISSOLUTION**

- 8.1** In the event of dissolution of the Fort Langley Canoe Club, funds and assets 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. If effect cannot be given to the aforesaid provisions, such funds or assets shall be given to a suitable level of government.

## **PART 9 – BYLAWS**

- 9.1** These bylaws must not be altered or added to except by ordinary resolution.