

BRITISH COLUMBIA SPEED SKATING ASSOCIATION

BYLAWS

Part 1 – Interpretation

1.1 In the Constitution and these Bylaws:

- a) “Act” means the Societies Act,
- b) “AGM” means an Annual General Meeting,
- c) “Association” or “Society” means British Columbia Speed Skating Association
- d) “authorized representative” means a person appointed by a Member Club under Bylaw 2.3 (d), to act as its contact with the Association,
- e) “Board” or “Board of Directors” means the directors of the Association for the time being, acting as a body,
- f) “delegate” means a person appointed by a Member Club under Bylaw 5.7, to represent it and vote on its behalf at a general meeting,
- g) “director” means a director of the Association,
- h) “general meeting” includes an AGM and a special general meeting,
- i) “member” means a member of the Association,
- j) “registered address” means a member’s address as recorded in the register of members,
- k) “special resolution” and “ordinary resolution” have the meaning given to them by the Act,
- l) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- m) the singular includes the plural and vice versa, and
- n) persons include associations, whether incorporated, and corporations.

1.2 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Each member is entitled to and the Association must on

request give the member a copy of the Constitution and Bylaws without charge.

1.4 The Constitution and Bylaws can only be amended by special resolution.

Part 2 - Membership

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

2.2 1) There are three classes of members: Member Clubs, Individual Members, and Honourary Members.

2) A Member Club is a club that promotes Speed Skating, and that is organized in a manner that is deemed to be acceptable by the Board. A Member Club has the right to notice of and to attend general meetings, and to vote through its authorized representative, or its delegate or delegates.

3) An Individual Member must be a person and has the right to notice of and to attend general meetings. An Individual Member who is also a director has the right to vote. No other Individual Member has the right to vote.

4) An Honourary Member:

a) is a person who has made an outstanding contribution to the Association or to Speed Skating in British Columbia or both,

b) must be appointed by resolution of the Board, which must be confirmed by an ordinary resolution at the next following AGM,

c) pays no annual membership dues,

d) has the right to notice of and to attend general meetings, but does not have the right to vote or to be a director, and

e) may also be an Individual Member.

2.3 An application for membership must:

1) be written and made in a form approved by the Board,

2) include the full name, address, e-mail address, and telephone number of the applicant,

3) be made to and is subject to the approval of the Board,

4) in the case of a Member Club, include a copy of the register of members of that Club

5) include annual membership dues.

2.4 1) A person may apply for membership and becomes a member when the application is approved by the Board.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the class of member an applicant is eligible to join. If the Board refuses an application from a prospective Member Club, it must forthwith give notice to the members of the refusal, and the reasons for it.

3) The amount of annual membership dues for Member Clubs and Individual Members must be determined by resolution of the Board, which must be confirmed by ordinary resolution at the AGM.

4) Except where determined by the Act or the bylaws, the rights, privileges and responsibilities of members of each class must be determined by resolution of the Board.

2.5 1) Membership is not transferable.

2) Membership must be renewed annually, on or before a date set by the Board.

3) The Association must send a membership renewal notice to all members not less than 30 days before the date by which membership must be renewed.

4) A member that is renewing must comply with Bylaws 2.3 (a), (b), (d), and (e).

2.6 Every member and director must comply with:

1) the Act,

2) the Constitution and Bylaws,

3) any rules, regulations and policies made by the Association, and

4) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.7 A member ceases to be a member on:

1) delivering a written resignation to the Association,

2) death,

3) having been a member not in good standing for 30 days, or

4) being expelled.

- 2.8 A member becomes a member not in good standing on failing to pay:
- 1) a debt due and owing to the Association, or
 - 2) annual membership dues by or before the date set for their payment.
- 2.9
- 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10 A member may be suspended or expelled by resolution of the Board, provided that:
- a) at least 75% of the directors then in office are in favour of the resolution,
 - b) the suspension or expulsion is for a substantive failure to comply with the Constitution or Bylaws, or with rules, regulations and policies made by the Association, or for conduct prejudicial to the Association, reasonable notice of which has been given to the member,
 - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - d) the member is given reasonable notice of the resolution and an opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

- 3.1.
- 1) General meetings must be held at the time and place, in accordance with the Act and these Bylaws, that the Board decides.
 - 2) An AGM must be held at least once in every calendar year, not more than 15 months after the last preceding AGM
 - 3) Every general meeting, other than an AGM, is a special general meeting.
 - 4) The Board may, when it thinks fit, convene a special general meeting.

- 3.2 1) The Board, on the requisition of 10% or more of the Member Clubs, must convene a special general meeting without delay.
- 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
- a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Association.
- 3) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - Notice to Members

- 4.1 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 21 days before the meeting.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2 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) the auditor.
- 2) No other person is entitled to receive a notice of general meeting.

4.3 A notice may be given to a member either personally, by mail, by facsimile transmission, or by electronic mail to the member at the member's address, electronic mail address, or facsimile number, as shown in the registry of members.

4.4 A member must promptly and in writing notify the Association of any change in the member's name, address, electronic mail address, facsimile or telephone numbers, or authorized representative.

4.5 1) A notice sent by mail from the Association's business office is deemed to have been received:

- a) two days after being mailed, if to an address in Greater Vancouver Regional District or Fraser Valley Regional District, or
- b) five days after being mailed, if to any other address.

2) A notice sent by facsimile transmission or electronic mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

5.1 Special business is:

- 1) all business at a special general meeting except the adoption of rules of order, and
- 2) all business at an AGM, except:
 - a) adoption of rules of order,
 - b) minutes of the last AGM,
 - c) the report of the Board,
 - d) approval of the financial statements,
 - e) approval of annual membership dues,
 - f) the report of the auditor, if any,
 - g) appointment of the auditor, if any,
 - h) election of directors,
 - i) resolutions, if any,
 - j) the other business that, under these Bylaws, ought to be transacted at an AGM, or business which is

brought under consideration by the report of the Board issued with the notice convening the meeting.

5.2 1) Quorum during a general meeting:

- a) is one delegate present at all times from each of a majority of all Member Clubs in good standing, and
- b) must never be less than three.

2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

3) If during a general meeting a quorum ceases to be present, business then in progress will continue on as if quorum still exists as members made a decision to leave during the process and always have an option to stay for the duration of the proceedings. Should there be a vote during this time the vote will be need to have a 50 +1 majority to pass.

5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this Bylaw need not be given to members not present.

5.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted 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 more than fourteen days, notice of the adjourned meeting must be given as for 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 transacted at an adjourned general meeting.

5.5 1) The President must chair every general meeting.

2) If at a general meeting the President is not present, or is unable or unwilling to be Chair, the Vice-President must chair the meeting.

3) If at a general meeting both the President and the Vice-President are not present, or are unwilling or unable to act as chair, those members who are present must choose one of their number to be chair.

5.6 1) A resolution proposed at a general meeting must be seconded, and the chair must not move or propose a resolution

2) The chair of a general meeting can only vote so as to decide an equality of votes.

5.7 1) Voting is by show of hands, except where otherwise required, or when a secret ballot is requested by a majority of members present, on a show of hands.

2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.

3) A director has the right to vote but must not be the delegate of a Member Club and cannot appoint a proxy.

4) A Member Club has the right to vote through its delegate or delegates, as follows:

a) 20 or fewer members: two votes,

b) 21 – 40 members: three votes,

c) 41 – 60 members: four votes,

d) 61 – 80 members: five votes, and

e) 81 or more members: six votes

5) A delegate of a Member Club must be appointed in writing, using a form set by the Board,

a) must be a member of that Member Club,

b) may also be the authorized representative of that Member Club,

c) may hold one or more votes,

d) may assign his or her right to vote, but only to another delegate from that Member Club, and

e) cannot appoint a proxy.

6) Proxy voting is prohibited.

5.8 Subject to the Act and these Bylaws, a general meeting may adopt rules

of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:

- a) the Constitution and these Bylaws, and
- b) all laws affecting the Association.

2) Without limiting the generality of Bylaw 6.1 (1), the Board may by resolution establish rules, regulations and policies to govern the affairs of the Association, its members, and Speed Skating in British Columbia.

6.2 1) The directors are the President, Vice-President, Secretary, and Treasurer, who are also the elected officers, and not less than three and not more than five other directors (one of which may be the Skater Representative) with the number determined by ordinary resolution at the AGM.

2) A director has a normal term of office of two years, and one half of the directors, or a number so near to one half as is reasonably practicable, must be elected at each AGM.

3) The President, Secretary, and half of the directors who are not officers pursuant to Bylaw 9.1 must be elected in years that are not evenly divisible by two.

4) The Vice-President, Treasurer, and half of the directors who are not officers under Bylaw 9.1 must be elected in years that are evenly divisible by two.

5) Directors must be elected at the AGM, and a separate election must be held for the President, Vice-President, Secretary and Treasurer.

6) An election must be by secret ballot, unless there is only one candidate for a position, in which case the candidate must be declared to be elected.

7) Directors take office at the adjournment of the AGM at which they are elected, or when they are appointed under Bylaw 6.7.

8) Where a vacancy arises under Bylaw 6.4 or 6.6, or the number of directors is changed by ordinary resolution, a director may be elected to a one year term.

6.3 A candidate for election as a director must:

- 1) be nominated in writing by two Member Clubs, or by the Board,
- 2) consent to the nomination,
- 3) be a member in good standing of a Member Club, or an Individual Member in good standing,
- 4) be or become an Individual Member within ten days after being elected, and
- 5) not be disqualified from being a director of a company under section 124 of the Business Corporations Act

6.4 A director ceases to be a director on:

- 1) the end of the director's term of office, unless the director is re-elected,
- 2) resigning in writing,
- 3) becoming a delegate of a Member Club for the purposes of the Annual General Meeting,
- 4) ceasing to be an Individual Member in good standing,
- 5) death,
- 6) becoming unable to perform the duties of a director due to physical or mental disability, or
- 7) failing to attend three consecutive meetings of the Board without the authorization of the Board.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by Bylaw 6.2.

6.6 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

6.7 1) The Board may appoint a member who is eligible under Bylaws 6.3 (b), (c), (d) and (e) to fill a vacancy in the Board.

- 2) A director so appointed holds office only until the next AGM, at which time an election must be held to fill the remainder of the term, if any.

6.8 Directors must not be remunerated for being or acting as directors but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

6.9 Subject to court approval, the Association must indemnify a director or former director of the

Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- 1) the director acted honestly and in good faith with a view to the best interests of the Association, and
- 2) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

6.10 Terms of Office. All directors, including President, Vice-President, Treasurer and Secretary can serve up to three (3) consecutive 2 year terms to a maximum of six (6) years. After a two (2) year absence the member may again be nominated for a position on the Board.

Rationale for change:

The addition of Terms of Office for the Board is in accordance with good governance practice.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet at the places it thinks fit to dispatch business, and adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a majority of directors then in office.

3) A meeting of the Board may be called by

- a) the President, at any time,
- b) a written request of three directors delivered to the President, or
- c) a resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

7.2 Subject to the Act and these Bylaws, the Board may adopt rules of order,

but if it does not do so then
the most recent edition of Robert's Rules of Order must be used.

7.3 When a meeting of the Board is held immediately following the election or appointment of a director or directors, notice of the meeting need not be given to the new directors for the meeting to be properly constituted, if a quorum is present.

7.4 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- 1) no notice of meetings of the Board need be sent to that director,
and
- 2) all meetings of the Board notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.5 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) Each director has one vote at a meeting of the Board.

3) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

4) In the case of an equality of votes at a meeting of the directors, the chair has a casting or second vote in addition to the vote to which the chair is entitled to as a director and may use that second vote to decide an equality of votes.

7.6 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

7.7 1) Subject to an ordinary resolution at an AGM, the Board:

- a) may delegate any, but not all, of its powers to committees consisting of directors or members or directors and members, as it thinks fit, and
- b) must appoint the members of a committee and may appoint the chair of a committee.

2) A committee:

- a) must conform to any rules imposed on it by the Board,
- b) may meet and adjourn as it thinks proper,

c) may elect a chair, if one was not appointed under Bylaw 7.7(1), and

d) must report every act or thing done to the first meeting of the Board held after it has been done.

3) Quorum at a meeting of a committee is a majority of its members.

4) The President is entitled to notice of and to attend all committee meetings but is not entitled to vote unless appointed as a member of a committee.

Part 8 – Directors’ Duties and Conflicts

8.1 1) A director must:

a) act honestly and in good faith and in the best interests of the Association,

b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.

2) The requirements of this Bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of an Association.

8.2 Nothing in a contract, the Constitution or Bylaws, or the circumstances of a director’s appointment, relieves a director from:

1) the duty to act in accordance with the Act and the regulations, or

2) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

8.4 1) A director referred to in Bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction.

a) unless:

i) the director discloses the interest as required by

Bylaw 8.3,

- ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
- i) the contract or transaction was reasonable and fair to the Association at the time it was entered, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in Bylaw 8.3 must not be counted in the quorum at a meeting the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in Bylaw 8.4(1) (a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- 1) prohibit the Association from entering into the proposed contract or transaction,
- 2) set aside the contract or transaction, or
- 3) make any order that it considers appropriate.

8.6 1) A director must not be an employee or contractor of the Association for a period of one year after ceasing to be a director.

2) An employee or contractor of the Association must not be a director for a period of one year after ceasing to be an employee or contractor.

Part 9 – Officers

9.1 1) The President, Vice-President, Secretary, and Treasurer are the elected officers.

2) The Board may elect or appoint such other officers as it deems necessary and determine their responsibilities and authority.

3) The Board may appoint an Executive Director and set the remuneration and terms and conditions of employment of that person.

4) The Executive Director is an appointed officer and is entitled to notice of and to attend all meetings of the Board, and general meetings.

9.2 The President:

- 1) must supervise the other officers in the execution of their duties,
- 2) must chair all meetings of the Board and all general meetings, and
- 3) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.

9.3 The Vice-President, in the President's absence, must perform the duties of the President.

9.4 The Secretary must:

- 1) Ensure notice of meetings are issued.
- 2) Keep minutes of meetings of the General Meetings and meetings of the Board.

9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

9.6 The Treasurer must:

- 1) Provide oversight to financial matters to maintain compliance with the Act,

Part 10 – Financial

10.1 1) The Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

2) A debenture must not be issued unless it has been approved by a special resolution.

3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Board may invest the funds of the Association in such manner

and in such securities, properties and investments as the Board deems in the best interests of the Association.

10.3 1) The financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice.

2) The other documents of the Association, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board.

3) The documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

10.4 The Board must determine, by resolution, the:

1) financial year of the Association, and

2) signing officers of the Association, and their authority.

Part 11 – Auditor

11.1 This Part applies only where the Association is required or has resolved to have an auditor.

11.2 At each AGM the Association must appoint an auditor to hold office until the auditor is reelected or a successor is elected at the next AGM.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of appointment or removal

11.5 No director and no employee of the Association can be auditor.

11.6 The auditor may attend general meetings.

11.7 The Board must fill all vacancies arising in the office of auditor between AGM's.

Part 12 – Dissolution

12.1 Should the Society accumulate any profits, they shall not go to members, other than a Corporation, Society or Association, but shall be distributed in the same manner as the assets would be distributed upon a winding up or dissolution as hereinafter provided. Upon a winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given to or transferred to such organization or organizations promoting interest in or development of the sport of Speed Skating as may be determined by the members of the Society at the time of winding up or dissolution, whether or not such organization

or organizations be a member or a former member of the Society; and if and so far as effect cannot be given to the foregoing provisions, then such funds shall be given or transferred to some other organization, provided that such organization shall be a charitable organization, a charitable corporation or a charitable trust recognized by the Canada Revenue Agency, as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.

Part 13 – Affiliation

13.1 The Society shall be affiliated with Speed Skating Canada or the national governing body, howsoever called. This provision was previously unalterable.

Part 14 – Personal Gain

14.1 The affairs of the Association shall be conducted so as to promote the purposes of the Society and the Society shall not carry on activities for the purpose of personal financial gain of its members. This provision was previously unalterable.

14.2