

OCEAN ATHLETICS TRACK AND FIELD CLUB BYLAWS

PART 1 – INTERPETATION

- 1.1 In these Bylaws, unless the context otherwise requires,
- (a) “Directors” means the Directors of the Society for the time being;
 - (b) “Board of Directors” means the Directors of the Society acting as a collective body;
 - (c) “Member” means an individual who qualifies as a member pursuant to Section 2 of these Bylaws;
 - (d) "Registered address" of a member means the member's email or physical mailing address as recorded in the register of members.
 - (e) “Society” means the Ocean Athletics Track and Field Club;
 - (f) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
 - (g) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws;
 - (h) “Ordinary Resolution means:
 - (i) A resolution passed by a simple majority of the votes of those members who, being entitled to do so, vote in person; or
 - (ii) A resolution consented to in writing by a majority of not less than 66% of the votes of the members who would have been entitled to vote on it in person
 - (i) “Special Resolution means:
 - (i) A resolution passed by a majority of not less than 66% of the votes of those members who, being entitled to do so, vote in person; or
 - (ii) A resolution consented to in writing by every member who would have been entitled to vote on it in person.
 - (j) “Vote” means any ballot by hand or in writing but does not include a proxy or spoiled ballot;
 - (k) “Quorum” means the number of members needed at a meeting to vote on resolution.
 - (l) “Proxy” means the authority of one member to exercise the right to vote of another member.
- 1.2 Words importing the singular include the plural and Vice versa
- 1.3 Unless otherwise provided, all issues shall be determined by an ordinary resolution.

PART II – MEMBERSHIP

- 2.3 The members of the Society are the applicants for incorporation of the Society, and those persons who upon application to and upon resolution of the Directors, are subsequently accepted as members of the Society and who, in either case, have not ceased to be members.
- 2.3 A person may apply to the Directors for membership in the society and on acceptance by the Directors is a member.
- 2.3 The members of the Society shall be designated as either voting members or non-voting members.
- (a) The voting members of the Society shall be the applicants for incorporation and those persons who have subsequently paid the fees prescribed by the Directors or determined as being the fee payable by voting members.
 - (b) Voting members must have been members of the Society for 6 months before they are eligible to vote at a General Meeting.
 - (c) Voting members must be of legal voting age in the province of British Columbia
 - (d) The non-voting members of the Society shall be those persons who have subsequently been accepted as members of the Society and have paid the fees prescribed by the Directors at an Annual General Meeting as being the fee payable by non-voting members, have been listed as members of the society with British Columbia Amateur Athletics Association and not paid the fees prescribed by the Directors as the fee payable for voting members.
- 2.3 The Directors may, upon ordinary resolution, appoint any person, Society, or body corporate an Honourary Member; but an Honourary Member shall not be entitled to exercise the right of vote of a member or receive any notice that is required pursuant to these Bylaws.
- 2.3 Every member and Honourary Member shall uphold the Constitution and comply with these Bylaws.
- 2.3 Every member shall, when called upon, do such acts and perform such deeds as are necessary to ensure that the objectives of the Society are achieved and that the Society shall continue.
- 2.3 The amount of the first Annual membership due shall be determined by the Directors and after that the Annual membership dues shall be determined at an Annual General Meeting of the society.
- 2.3 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the Constitution and Bylaws of the society.
- 2.3 All members are in good standing except a member who has failed to pay the 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.

- 2.3 A person shall cease to be a member of the Society;
- (a) On having been a member not in good standing for twelve (12) consecutive months.
 - (b) By delivering his/her resignation in writing to the Secretary of the society either personally, or to the Registered Address of the Society;
 - (c) On his/her death;
 - (d) On being suspended or expelled;
- 2.3 The Directors may suspend or expel a member from participation in the Society pending the General Meeting before which the Special Resolution of the expulsion of membership is put before the members.
- (a) Where the Directors act pursuant to section 2.10(d), they shall cause to be placed on the agenda of the next General Meeting a special resolution that the member in question be suspended or expelled from membership. The notice of special resolution for suspension or expulsion must be accompanied by a brief statement of the reasons for the proposed suspension or expulsion.
 - (b) The person who is the subject of the proposed resolution of suspension/expulsion shall be given notice of the resolution, and shall be given the opportunity to be heard at the General Meeting before the resolution is put to a vote.
 - (c) Notice pursuant to Section 2.11(a) shall be in writing and is deemed sufficient if the same is delivered either personally or to the Registered Address of the member whom it is proposed be terminated from membership.
 - (d) A suspended or expelled member may appeal his/her suspension/expulsion to a general meeting of the membership by giving written notice of intention to appeal to the Secretary of the Association setting out in such notice the grounds for the members appeal. The Secretary shall give notice to the subject member, the Members and the Directors fixing a date for the Appeal Hearing not more than 30 days after receipt of such notice by the expelled or suspended member

PART III – MEETING OF THE MEMBERS

- 3.1 General Meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors shall decide.
- (a) Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
 - (b) The Directors may, when they think fit, convene an Extraordinary General Meeting.
- 3.2 Notice of General Meeting shall be given in a manner and form dictated by the Directors and in accordance with the *Society Act*.
- (a) 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.
 - (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any member entitled to receive notice does not invalidate proceedings at the General Meeting.

- 3.3 A notice of 15 days may be given to a member, either personally or to the Registered Address of the member.
- (a) Notice of a General Meeting must be given to every member shown on the register of members on the day notice is given.
 - (b) A notice sent by physical 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.
 - (c) No other person is entitled to receive a notice of a General Meeting.

PART IV – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 The Constitution and Bylaws must not be altered or added to except by special resolution at a General Meeting.
- 4.2 The Agenda of General Meetings shall be determined by the Directors.
- 4.3 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 auditor, if any;
 - (iv) the appointment of the auditor, if required;
 - (v) the report of the Directors;
 - (vi) 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.
 - (vii) the election of Directors;
- 4.4 Notwithstanding Section 4.3, a voting member may by motion and by Ordinary Resolution at the General Meeting, call upon the Directors to add any matter of business to the agenda of the General Meeting.
- 4.5 Section 4.4 does not apply to a motion to amend these Bylaws or the Constitution of the Society.
- (a) A motion by the members to amend these Bylaws or the Constitution shall be in writing and signed by not less than 10 voting members, and shall be submitted to the Directors at least 30 Calendar days prior to the General Meeting at which it is proposed to debate the amendment.
 - (b) The Directors shall, upon receipt of the motion referred to in Section 4.5(a) place the amendment of these Bylaws or the Constitution on the agenda of the next General Meeting.
- 4.6 A Quorum for a General Meeting is 5 voting members present.

- 4.7 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 must stand adjourned to the same day in the next week, at the same time and place, and 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.
- 4.8 No Business, other than the election of the Chair, adjournment or termination of the Meeting shall be conducted at a General Meeting at a time when there are less than 5 voting members present.
- 4.9 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.
- 4.10 Subject to Section 4.11 the President of the Society shall preside as Chairman of the General Meeting.
- 4.11 If at a General Meeting:
- (a) There is no President, or the President is not present or is unwilling to serve as Chairperson of the General Meeting, the Vice-President or any other Director may act as Chairman;
 - (b) There is no President and there are no other Directors, or the Directors present are unwilling to act as Chairperson, the voting members, by ordinary resolution, shall choose a Chairman
- 4.12 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 at the Meeting from which the adjournment took place.
- (a) 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.
 - (b) It is not necessary to give notice of an adjournment of a General Meeting.
- 4.13 A Resolution at a General Meeting need not be seconded, and the Chairperson of the General Meeting may move or propose a resolution.
- 4.14 A voting member in good standing present at a General Meeting and present at the time the vote is held is entitled to one vote.
- (a) 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.
 - (b) Unless otherwise provided in these Bylaws, voting shall be by a show of hands
- 4.15 Voting by proxy is not permitted.
- 4.16 Unless contrary to these Bylaws, the procedure to be followed at any General Meeting shall be as set out in Roberts Rules of Order.

PART V – DIRECTORS AND OFFICERS

- 5.1 The President, Vice President, Secretary, Treasurer (the “Officers”) and one or more other persons are the Directors of the society.
- 5.2 The number of Directors shall not be less than 5 and no more than 11. The Directors shall be those nominees who obtain the greatest number of votes of the voting members at the General Meeting.
- (a) The election of Directors shall be by written secret ballot or by acclamation if only one member is standing for election as Director.
 - (b) Separate elections must be held for each office to be filled.
 - (c) Directors must retire from office at each Annual General Meeting when their successors are elected.
- 5.3 The term of officers and directors shall be as follows, commencing from the date they are elected and continuing until the first meeting of the board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.
- President—2 year term;
 - Vice President—1 year term;
 - Treasurer—2 year term;
 - Secretary—1 year term
 - Directors who are not officers—1 year term
- 5.4 Should only one member stand for election as a Director the member shall hold office by acclamation and shall have all the rights and duties that are, by these Bylaws, vested in a Director chosen by the members pursuant to Section 6 of these Bylaws.
- 5.5 Should the members fail to elect a Director or a Director resigns or becomes a member not in good standing during the Directors term, the Board of Directors may appoint a member to act as a Director, and the member appointed shall have all the rights and duties that are by these Bylaws, vested in a Director chosen by the members pursuant to Section 6 of these Bylaws.
- (a) 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.
 - (b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 5.6 The applicants for incorporation shall be the initial Directors of the society and shall be deemed to be appointed for a **two-year** term. Prior to the expiration of the second year, an election shall be held to elect a Treasurer, a Secretary, a Vice-President and a Director at large for a further **two-year** period. In the next ensuing year, an election shall be held in respect of the remaining officers of the society and such further Directors of the Society as the voting members shall deem desirable which will also be elected for a **two-year** term.

- 5.7 A Director ceases to be a Director at the time that he/she ceases to be a voting member or has been suspended/expelled from membership pursuant to Sections 2.10 and 2.11 of these Bylaws.
- 5.8 The members may, by special resolution, remove a Director, before the expiration of his/her or her term of office, and may elect a successor to complete the term of office.
- 5.9 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the society.
- 5.10 A member may occupy no more than 1 Director's position

PART VI – PRIVILEGES, DUTIES AND RIGHTS OF DIRECTORS

- 6.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, except that which by these Bylaws or by statute or otherwise is directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to:
- (a) All laws affecting societies;
 - (b) These Bylaws
 - (c) The Constitution of the Society; and
 - (d) Rules, not being inconsistent with these Bylaws, that are made from time to time by the society in a General Meeting.
- 6.2 A Director of the Society shall:
- (a) Act **honestly** and in good faith and in the best interest of the Society; and,
 - (b) Exercise the care, diligence and skill of a reasonably prudent person in the performance of his/her function as a Director.
- 6.3 Subject to the Society Act, the Society shall indemnify and save harmless the Directors, and each of them from any legal liability incurred by them in the execution of their duties as a Director pursuant to Section 6 and 7.
- 6.4 A rule, made by the society in a General Meeting, does not invalidate a prior act on the Directors that would have been valid if that rule had not been made.
- 6.5 A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly, and in writing, to the Board of Directors the nature and extent of his/her interest in the proposed contract of transaction; and further shall absent themselves from any business of the Society relative to the contract or transaction.
- 6.6 The fact that a Director is in any manner, directly or indirectly, interested in a contract or transaction referred to in Section 6.5 does not render the contract or transaction void notwithstanding that the Director failed to disclose his/her interest in accordance with Section 6.5
- 6.7 Any Director who fails to comply with Section 6.5 shall be subject to suspension/expulsion pursuant to Sections 2.10 and 2.11 of these Bylaws.

PART VII – DUTIES OF EXECUTIVE OFFICERS

- 7.1 The Directors may appoint an Executive Committee by resolution if the appointment of an Executive Committee is considered appropriate by the Directors.
- 7.2 Notwithstanding the generality of Section 7.1 of these Bylaws, the Directors of the Society shall include the person elected to the following position, which shall have the duties set out as follows:

- (a) President – who shall;
 - (i) act as chief Executive officer of the Society and preside at all Meeting of the Society and Directors;
- (b) Vice President(s) – who shall;
 - (i) carry out the duties of the President during the President’s absence;
- (c) Treasurer – who shall;
 - (i) keep the financial records, including those required to comply with the Society Act
 - (ii) render financial statements to the Directors, members and others when required.
- (d) Secretary – who shall;
 - (i) conduct the correspondence of the society
 - (ii) issue notices of meetings of the society and Directors
 - (iii) prepare minutes of all Meeting of the Society and Directors
 - (iv) have custody of all records and documents of the Society except those required to be kept by the Treasurer
 - (v) have custody of the common seal of the society and maintain the register of members
 - (vi) in the absence of the Secretary from a Meeting, the Directors must appoint another person to act as Secretary at the Meeting
- (e) The immediate Past President of the Society is a Director of the Society for a period of 1 year.

7.3 The Executive Committee possesses all the powers, rights, obligations, and duties of the Board of Directors but shall only exercise the same in cases of urgency.

PART VIII – MEETING OF DIRECTORS, EXECUTIVE AND COMMITTEES

- 8.1 The Directors shall hold their meetings in such number and at such times and places as determined by them to be necessary to conduct the business of the Society, but in any event, not less than once every three (3) months.
- 8.2 The Executive and Committees shall hold meetings as determined by them to be necessary.
- 8.3 Notice of meetings shall be seven 7 days except in case of an emergency situation.
- 8.4 A quorum for
 - (a) Directors Meetings is four (4) Directors present.
 - (b) Executive and Committee Meeting is three (3) Executive/Committee Members present.
- 8.5 The President shall be Chairman of all meetings of the Directors and Executive Meetings, but if at a Meeting the President is not present within thirty (30) minutes after the time appointed for holding the Meeting, the Vice-President shall act as Chairman; but if neither is present, the Directors may, by ordinary resolution, choose one of their number to be Chairman of that Meeting only.

- 8.6 The Directors may delegate any, but not all, of their powers to Committees consisting of Directors and/or members as they see fit.
- (a) A Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in the exercise of those powers to the earliest Meeting of the Directors to be held next after it has been done.
 - (b) A Committee must elect a chair of its Meetings for a period of not more than one (1) year. If at a Meeting the chair is not present within thirty (30) minutes after the time appointed for holding the Meeting, the members present who are members of the Committee must choose one of their number to be the chair of the Meeting.
 - (c) The members of a Committee may meet and adjourn as they think proper.
- 8.7 Questions arising at a Meeting of the Directors, Executive and Committees shall be decided by an ordinary resolution.
- (a) No resolution proposed at a Meeting of Directors, Executive or a Committee need be seconded and the Chairman of a Meeting may move or propose a resolution.
 - (b) Questions arising at a Meeting of the Directors, Executive and Committee must be decided by a majority of votes.
 - (c) In the case of an equality of votes, the Chairman does not have a second or casting vote; and the issue shall be debated again and the resolution shall be decided by secret written ballot and if there is still an equality of votes the resolution shall be deemed to have failed.
- 8.8 A resolution in writing, signed by all Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a Meeting of the Directors.

PART IX – SEAL

- 9.1 The Directors may provide a Common Seal for the Society and may destroy a Seal and substitute a new Seal in its place.
- 9.2 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 or President and Secretary Treasurer.

PART X – BORROWING

- 10.1 Unless authorized by the voting members upon special resolution at a General Meeting the Society shall not secure the payment or repayment of money in any manner that requires the taking or giving of any debt instrument whatsoever.

PART XI – DISSOLUTION OF THE SOCIETY

- 11.1 Upon the **winding-up** or dissolution of the Society, any assets of the Society remaining after the satisfaction of its debts and liabilities and the cost of dissolution shall be given to the members of the Society This clause was previously unalterable.