

# BYLAWS OF BC Adaptive Snowsports Association

## Part 1 – Interpretation

- 1.1 (a) In these By-laws, unless the context otherwise requires: “**Directors**” or “**Board**” means the Board of Directors of the Association for the time being; “**Societies Act**” means the Societies Act of British Columbia from time to time in force and all amendments to it; “**registered address**” of a member means the member’s address as recorded in the register of members.
- 1.1 (b) The definitions in the Societies Act on the date these By-laws become effective, apply to these By-laws.
- 1.1 (c) Whenever the word “**Association**” is used in these By-laws, it shall mean “BC Adaptive Snowsports Association”, which may do business as “BC Adaptive Snowsports (BCAS)”.
- 1.2 Words importing the singular include the plural and vice versa.
- 1.3 Whenever the words “**the Executive**” are used in these By-laws, it shall mean the Chair, Vice-Chair, Secretary, and Treasurer of the Association. The Executive will be elected by the Board of Directors, from among the Directors elected at the Annual General Meeting.
- 1.4 Whenever the words “**special resolution**” are used in these By-laws, it shall mean a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy.
- 1.5 The operations of the Society are to be chiefly carried out in Greater Vancouver, in the Province of British Columbia, and elsewhere in the said Province.
- 1.6 The purposes of the Society shall be carried out without purpose of monetary gain for its Members, and any profits or accretions to the Society shall be used for the promoting of its purposes. This provision was previously unalterable.
- 1.7 In the event of the dissolution of the Society, the funds and assets of the Society shall be given or transferred to such organizations with purposes similar to the purposes of the Society, as may be determined by the Members of the Association at the time of dissolution, provided that such organization or organizations shall be a recognized charity or charities recognized by Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada. This provision was previously unalterable.

## Part 2 – Membership

- 2.1 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these By-laws and, in either case, have not ceased to be members.
- 2.2 Every member must uphold the constitution and comply with these By-laws.
- 2.3 The amount of the annual membership dues must be determined by the Board.
- 2.4 A person ceases to be a member of the Association:
  - (a) by delivering their resignation in writing to the Secretary of the Association or by mailing, electronic mailing or delivering it to the address of the Association,
  - (b) on their death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having failed to pay the annual membership fee, or fails to pay any other subscription of indebtedness to the Association, the executive may cause the name of such member to be removed from the register of members in good standing.
- 2.5 (a) A member may be expelled by a special resolution passed at a disciplinary committee hearing called specifically for that purpose.

- (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the disciplinary committee meeting before the special resolution is put to a vote.
- 2.6 All members are in good standing except a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

- 3.1 The Annual General Meetings of the Association must be held at the time and place, in accordance with the Association Act, that the Directors decide.
- 3.2 The Executive may, when they think fit, convene a Special General Meeting. A Special General Meeting can also be set at the written request of one-quarter of the active members of the Association.
- 3.3 Notice of all Annual and Special General Meetings of the Association shall be mailed or delivered via post or electronic mail to each member by the Executive or by the persons calling the meeting at least fourteen (14) days prior to the date on which the meeting is called and shall specify the place and the hour of any such meeting, and, in case of special business, the general nature of that business. Emergency meetings excepted.
- 3.4 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 that meeting.
- 3.5 The first Annual General Meeting of the Association must be held not more than 15 months after the date of incorporation and after that, an Annual General Meeting 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.

### **Part 4 - Management of the Association**

- 4.1 The affairs of the Association shall be managed by the Directors.
- 4.2 The Directors shall have power to enter into or on behalf of, and to bind, the Association in respect of any contract, agreement arrangement made with any persons or body which they deem advisable in the conduct of the affairs of the Association and in furtherance of its aims and objects, and otherwise to transact such business of the Association as may come before it.

### **Part 5 – Proceedings at Special General Meetings**

- 5.1 Special business is
- (a) all business at a Special 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 Directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of Directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these By-laws, 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.
- 5.2 (a) Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a Special General Meeting at a time when a quorum is not present.

- (b) If at any time during a Special 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.
  - (c) A quorum is 3 Directors and 10 members of the Association.
- 5.3 If within 30 minutes from the time appointed for a Special 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.
- 5.4 In the absence of the Chair of the Association, the Vice-Chair must preside as Chair of a Special General Meeting.
- 5.5 If at a Special General Meeting
  - (a) there is no Chair, Vice-Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the Chair and all the other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.
- 5.6
  - (a) A Special 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.
  - (b) 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.
  - (c) Except as provided in the By-laws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Special General Meeting.
- 5.7
  - (a) A resolution proposed at a meeting must be seconded, and the Chair of a meeting may move or propose a resolution.
  - (b) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution does not pass.
- 5.8
  - (a) A member in good standing present at a meeting of members is entitled to one vote.
  - (b) Voting is by show of hands, or any other way as determined by the Chair.
  - (c) Votes may be by proxy, provided the proxy holder has evidence in writing of their appointment, and is also a member in good standing of the Association. Proxy holders shall notify the Secretary via post or electronic mail and give evidence of their appointment prior to any meeting at which they desire to vote, and the Secretary shall so record.
- 5.9 A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Association.

## **Part 6 - Nominations and Elections**

- 6.1 The Board of Directors will be comprised of eight (8) directors - seven (7) elected or appointed directors plus the immediate Past-Chair. Directors and Officers shall be elected at each Annual General Meeting of the Association to fill the vacancies created by the expiry of terms at such meeting. Elected or appointed Directors and Officers shall be elected for a term of two (2) years and each person elected as Director will assume the duties of Director immediately following the Annual General Meeting at which such Director is elected and will remain in office until the second Annual General Meeting of the Association has been held after the election unless such Director resigns in writing, dies, or is removed pursuant to these By-laws. In the event the immediate Past-Chair retires, the position shall remain vacant.
- 6.2 There may be a nominating committee appointed by the Directors prior to such Annual General Meeting for the election of Directors as in these By-laws is provided and such committee shall consist of not fewer than three (3) persons. This committee shall at an appropriate and designated time during each such Annual General Meeting report to that meeting recommendations of persons to fill the forthcoming

vacancies in the Board of Directors. Nominations for the Board of Directors must be received by the Association not less than fourteen (14) days prior to the Annual General Meeting. If no vote is necessary, the Chair shall declare the nominees duly elected for the period designated in the By-Laws.

At such Annual General Meeting after new Directors have been elected, the Directors shall elect from among themselves Officers of the Association, that is a Chair, Vice-Chair, Secretary and Treasurer, who shall be known as the Executive. The Officers of the Executive shall be elected by secret ballot and the results of such ballot shall be reported to the meeting immediately subsequent to the balloting.

- (a) The minimum number of Directors must be four (4).
- (b) The maximum number of Directors must be eight (8)

- 6.3 A designation, election or appointment of an individual as a director is invalid unless
  - (a) the individual consents in writing to be a director of the society, or
  - (b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
- 6.4
  - (a) The elected or appointed Directors must retire from office at each Annual General Meeting that their 2-year term is completed if nominations are received, and when their successors are elected.
  - (b) An election may be by acclamation, otherwise it must be by secret ballot.
  - (c) If a successor is not elected, the person previously elected or appointed continues to hold office if they choose to do so.
  - (d) If no nominations are made, a Director at the end of their term may remain.
  - (e) An individual may hold a position as a Director for no more than four consecutive two-year terms (8 years in total). A Director may be re-elected for further terms after at least one year away from the Board.

## **Part 7 – Directors and Officers**

- 7.1 (a) The Directors are required to abide by:
  - (i) all laws affecting the Association,
  - (ii) all Association By-laws, and
  - (iii) policies, not being inconsistent with these By-laws, that are made from time to time by the Association.
- 7.2 (a) The Chair, Vice-Chair, Secretary, Treasurer and one or more other persons are the Directors of the Association.
- 7.3
  - (a) If a Director resigns their office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.
  - (b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
  - (c) A Director so appointed holds office for the remainder of the unexpired term.
- 7.4 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 Association.
- 7.5 A Director may be removed from office and a qualified person named to replace them by a special resolution of the Association passed at a Special General Meeting provided that notice in writing has been given to all active members at least fourteen (14) days prior to the date of the meeting specifying an intention to propose such a resolution and provided that the mover of such a resolution states to the meeting the cause or reason for its presentation.
- 7.6 The Directors themselves may fill any vacancy occurring in the Board other than by reason of a special resolution of the members enacted at a Special General Meeting to remove a Director, in which case such vacancy shall be filled by a person qualified to be a Director who is elected at such meeting to complete the term of the Director removed. Any person appointed by the Directors to fill a vacancy otherwise

occurring in the Board must be a person then qualified under these By-laws to be elected to such post, and shall hold office for the balance of the term of the replaced Director.

## **Part 8 – Proceedings of Directors**

- 81 Meetings of the Directors may be held at any time and place upon reasonable notice at the call of the Chair. Four (4) Directors present shall constitute a quorum. The Chair is the Chair of all meetings of the Directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair 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. Each Director shall have one vote on any question considered by the Board of Directors and the presiding officer at any meeting of the Board of Directors shall be entitled to one vote. All questions shall be determined by a majority vote of the officers present. In the event of a tie vote the issue is defeated.
- 82 Meetings of the Executive may be held at any time and place upon reasonable notice at the call of the Chair. Three Officers present shall constitute a quorum. Each Officer shall have one vote on any question considered by the Executive. All questions shall be determined by a majority vote of the Officers present. Resolutions decided at meetings of the Executive must be ratified at the next meeting of the Board or they cease to take effect.
- 83 (a) The Directors may delegate any, but not all, of their powers to Committees consisting of a Director or Directors as they think fit.  
(b) 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.
- 84 A Committee must elect a Chair of its meetings, 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.
- 85 The members of a Committee may meet and adjourn as they think proper.
- 86 (a) Questions arising at a meeting of the Directors and Committee of Directors must be decided by a majority of votes. Each Director has one vote.  
(b) In the case of a tie vote, the Chair does not have a second or casting vote.
- 87 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.
- 88 A resolution in writing, or by electronic mail, 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.

## **Part 9 – Duties of Officers**

- 9.1 (a) The Chair of the Association is Chairperson of the elected board of directors and must supervise the other Officers in the execution of their duties.  
(b) The Chair presides at all executive meetings of the Association and of the Directors. The Chair shall be ex-officio a member of all Committees.  
(c) The Chair shall be empowered to order all Officers and Committees to perform their duties strictly in accordance with the Constitution and By-laws.  
(d) Any orders of the Chair may be overruled by a resolution passed by a majority of not less than three-fourths of the Directors
- 9.2 (a) The Vice-Chair must carry out the duties of the Chair during the Chair's absence.  
(b) The Vice-Chair shall perform such other duties as may be assigned to them by the Directors.
- 9.3 The Secretary must do the following:  
(a) Keep proper records of all meetings of the Association and the Board and shall be empowered to carry out such instructions as he receives from the Board.

(b) The Secretary shall perform such other duties as may be assigned by the Board.

9.4 The Treasurer must:

- (a) In conjunction with any such body or persons approved by the Executive, keep the financial records of the Association, including books of account, necessary to comply with the Societies Act, and
- (b) Render financial statements to the Directors when required, including books, records, receipts and bills, etc.
- (c) Shall act as a Signing Officer, along with designated members of the Executive, as determined by the Executive.
- (d) The Executive, shall determine from time to time whether and to what extent and at what times and places and under what conditions or regulations the following records shall be open to the inspection of members not being Directors:
  - (i) the minutes of each meeting of directors, including a list of all of the directors at the meeting, and the text of each resolution passed at the meeting;
  - (ii) a copy of each consent resolution of directors and a copy of each of the consents to that resolution; and
  - (iii) accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

9.5 (a) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.

(b) If a Secretary Treasurer holds office, the total number of Directors must not be less than four (4).

9.6 The Immediate Past-Chair shall:

- (a) Serve in an advisory capacity to the Chair and the Board.
- (b) Perform other duties as may be designated by the Board or these By-laws.

## **Part 10 – Seal**

10.1 The Directors may provide a common seal for the Association, which shall be under the control of the Executive, and may destroy a seal and substitute a new seal in its place.

10.2 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 Chair and Secretary or Chair and Secretary Treasurer.

## **Part 11 – Borrowing**

11.1 In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, 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.

11.2 A debenture must not be issued without the authorization of a special resolution.

11.3 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

11.4 None of these powers shall be exercised except in accordance with the By-laws of the Association.

## **Part 12 – Auditor**

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

12.2 The first auditor must be appointed by the Directors. At each Annual General Meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

12.3 The Chair or an Officer designated by him shall submit a copy of the audited statement of the Association's financial affairs each year to a Special General Meeting of the Association, such statement

to be submitted as soon as practicable following the close of the financial year of the Association

- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 12.6 A Director or employee of the Association must not be its auditor.
- 12.7 The auditor may attend General Meetings.
- 12.8 The financial year of the Association shall end, April 30th and begin May 1st.

### **Part 13 – Notices to Members**

- 13.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by electronic mail.
- 13.2 A notice sent by mail is deemed to have been given on the fourth 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.
- 13.3 (a) Notice of a Special General Meeting must be given to
  - (i) every member shown on the register of members on the day notice is given, and
  - (ii) the auditor
- (b) No other person is entitled to receive a notice of a Special General Meeting.

### **Part 14 – By-laws**

- 14.1 On being admitted to membership, and if requested, a copy of the Constitution and By-laws of the Association will be made available to each member, without charge.
- 14.2 These By-laws may be amended, revised, repealed or added to:
  - a) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution; or
  - b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution.
- 14.3 A Member Proposal, submitted to the Society at least seven (7) days before notice of the meeting of the Members is sent to the Members, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- 14.4 By-laws amendments take effect when the bylaw amendment is filed with BC Registry Services.

