

## CONSTITUTION OF THE GOLDEN NORDIC SKI CLUB SOCIETY

1. The name of the Society is Golden Nordic Ski Club Society.
2. The purposes of the Society are as follows:
  - (a) to represent the interests of cross-country skiers in Golden and Columbia-Shuswap Regional District Area A, British Columbia;
  - (b) to promote development of educational programs for Nordic skiers;
  - (c) to organize and lead events and activities for Nordic skiers;
  - d) to develop and maintain ski areas for Nordic skiing in the Golden area.
3. In the event of the dissolution of the Society, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization in the province of British Columbia with similar objects or to a suitable level of government. This clause is unalterable

BY-LAWS  
GOLDEN NORDIC SKI CLUB SOCIETY

MEMBERSHIP

1. There shall be four classes of membership, namely adult membership, family membership corporate membership and junior membership.
2. Any person, corporation, family or organization interested in the objectives, projects and work of the Society may become a member upon payment of a membership fee to be set annually by the Directors. Any company, organization, society or organized group may take out corporate membership. All members are in good standing except:
  - (i) a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society;
  - (ii) a member who has been expelled in accordance with the provisions of By-Law 7.
3. Any Organization which shall contribute money or services to the Society by way of a gift shall be eligible for a corporate membership in the Society during the year in which the gift is made.
4. The Directors of the Society may enrol persons who have made an outstanding contribution to the welfare of the Society for either one year or a term of years without requiring payment of a fee. Such persons shall be either corporate or adult members.
5. Each paid up adult member and any one adult of a family membership but only one per family membership shall have one vote either in person or by proxy at any meeting of the Society. A corporate member shall be entitled to one vote upon appointing one person to attend and vote on its behalf at meetings of the Society, and upon advising the Directors in writing of such appointment. A corporate member may vote by proxy. A maximum of two proxies may be carried by a paid-up member in attendance at any meeting of the Society. Proxies shall be in writing. Junior members shall not be entitled to vote.

DUES

6. Membership dues shall be set annually by the Directors in each of the classes set out in Bylaw 1.

DISCIPLINE AND TERMINATION OF MEMBERSHIP

7. (7a) Members have a duty to uphold the constitution and to act in accordance with the purposes of the Society when acting on behalf of the Society. Any member who conducts himself or herself in such a way as to be detrimental to the purposes and objectives of the Society shall be considered to have forfeited his or her good standing within the Society and may be expelled from the Society by a special resolution of members passed at a general meeting.
  - (7b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion, and the member who is the subject of the proposed special resolution shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - (7c) A member shall cease to be a member of the Society by
    - (i) submitting his resignation in writing to the Secretary or mailing it to the address of the Society;
    - (ii) on the death of an individual or in the case of a corporation, on its dissolution;
    - (iii) on being expelled;
    - (iv) on having not been a paid up member in good standing for 3 consecutive months.

MEETINGS

8. The Annual General Meeting of the Society shall be held within 6 months of the end of the fiscal year of the Society. General Meetings shall be called at the discretion of the *Board* Directors, but in no case less often than annually.
9. Special General Meetings may be called at any time by the Board of Directors or by any

three Directors or at the written requisition of 10 percent or more of members.

10. Notice in writing of the Annual General and Special General meetings specifying the place, the day, and the time of such a meeting, and in the case of a Special Meeting, the nature of the business to be transacted, shall be given to every member in good standing, not less than 14 days prior to the date of the meeting. Such notice may be given by inclusion in the regular newsletter of the Society.

11. A quorum at any General Meeting shall be four members present in person or by proxy, entitled to vote at general meetings of the Society. A maximum of two proxies may be carried by a paid-up member in attendance at any meeting of the Society.

12. 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 any duly called meeting of the Society.

13. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation.

#### OFFICERS AND DIRECTORS

14. (a) The officers of the Society shall include a President, Secretary and Treasurer, who shall be elected at the first meeting of the Society after incorporation, and at each Annual General Meeting thereafter, and all officers shall be Directors of the Society. The Directors may appoint additional officers at their discretion from time to time.

(b) In addition to the President, Secretary and Treasurer, the members may elect at the Annual General Meeting of the Society an additional five directors to sit on the Board of Directors.

(c) The Directors and officers of the Society shall together form the Board of Directors of the Society.

(d) Each member of the Board of Directors shall have one vote at meetings of the Board of Directors.

15. Initially the President and Treasurer shall hold office for two years and the Secretary shall hold office for one year. Thereafter term shall be two years for each officer. Directors who are not officers shall be elected for a one year term.

16. Directors and officers shall not receive any remuneration for acting as such, but may receive such reasonable expenses to compensate them for out-of-pocket expenses incurred on behalf of the Society, as the Directors shall approve.

#### DUTIES OF OFFICERS

17. The President shall preside at all General and Board of Directors Meetings and perform such other duties pertaining to that office.

18. In the absence of the President, the Secretary shall preside at General and Board of Director Meetings, and shall perform such other duties as may be assigned by the President. If the Directors appoint a Vice-President, the Vice-President rather than the Secretary shall preside at General or Board of Meetings in the absence of the President.

19. The Secretary shall keep an accurate record of all meetings and of all motions and resolutions made at meetings of the Directors and the members. The Secretary shall keep a record of the attendance at Board of Director Meetings and shall notify members thereof who have absented themselves from three (3) consecutive meetings. The Secretary shall conduct such correspondence as may be directed by the President and the Board of Directors, and shall arrange the business to be transacted at the Board of Directors and General Meetings, notify members of their appointment to committees and shall be responsible for notices of meetings. The Secretary shall have custody of the minutes of the Society, unless the Directors otherwise determine by director's resolution that the minutes be kept at the offices of the solicitors for the Society, in which case the Society's solicitors shall have custody of the minutes. In either case the Secretary shall ensure that a complete set of minutes are maintained at the registered offices of the Society.

20. (a) The Treasurer shall keep accounts of all monies received and expended and of the assets and liabilities of the Society. The Treasurer shall have custody of all books and records pertaining to the funds of the Society and shall keep all such books and records at the office of the Society. All receipts of the Society shall be deposited by the Treasurer in a chartered bank or credit union. The Treasurer shall perform such other duties as the Board of Directors shall decide. (b) At the discretion of the Board of Directors, The Treasurer shall be bonded for an amount equal to the lesser of NINETY percent (90%) of the annual receipts of the Society or ONE THOUSAND (\$1,000) DOLLARS.

#### RIGHTS OF MEMBERS

21. The books and records of the Society may be inspected by members in good standing at any time and place designated from time to time by the Board of Directors.

22. Members in good standing have a right to to attend all meetings of the Board of Directors, but shall not have any right to vote at such meetings.

#### SIGNING OFFICERS

23. All cheques of the Society shall be signed by TWO (2) officers the Society:consisting of the Treasurer, and the President, or such other officer of the Society as the Board of Directors shall designate.

#### BOARD OF DIRECTORS

24. Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors without acceptable cause shall, at the discretion of the Board of Directors, cease to be a member thereof. Any vacancy so caused may be filled by the continuing members of the Board of Directors from members of the Society in good standing. Any casual vacancy occurring in the Board of Directors, may be filled by the Directors from members of the Society in good standing. Such persons shall hold office until the next Annual General Meeting of the Society.

25. Meetings of the Board of Directors shall be held at such regular intervals as it shall determine.

26. The duties of the Board of Directors shall be:

- (a) To assume responsibility for all properties of the Society
- (b) To provide for the bonding of the Treasurer of the Society, should bonding be deemed necessary;
- (c) To conduct the business and management of the Society,

27. Any member of the Board of Directors may be discharged from his or her duties as such by ordinary resolution of the members at a duly called meeting of the members, for conduct which is considered detrimental to the purposes and objectives of the Society.

#### BORROWING

28. (a) The Society may, if deemed expedient for carrying out its objectives, borrow, raise and secure the repayment of money pursuant to a resolution to that effect passed at a general meeting of the Society by a majority of not less than Seventy-five percent (75%) of the members present in person or by proxy.

(b) The Society may raise and secure the repayment of money by issue of debentures, but such debentures shall only be issued pursuant to a special resolution authorizing the issue of such debentures passed at a general meeting o the Society by a majority of not less than seventy five percent(75%) of the members present in person or by proxy.

(c) The Society may own real or personal property.

**COMMITTEES**

29. (a) Such committees as may be necessary shall be appointed from the members of the Society in good standing.

(b) The Chairman of each committee shall be required to attend Board of Directors' Meetings upon request, and shall report plans of work requiring the approval of the Board of Directors.

30. A Nominating Committee consisting of two members of the Board of Directors shall be appointed by the President at least 30 days prior to each Annual General Meeting, and such Nominating Committee shall present their nominations for Officers and Directors at the Annual General Meeting of the Society following their appointment.

Nominations shall also be accepted from the floor, so long as such nominations are seconded, at the Annual General Meeting of the Society.

**SEAL**

31. (a) If the Society has a seal, the Custodian of the seal shall be the Secretary.

(b) The use of the seal shall not be valid without the accompanying signature of any two (2) Directors

**AMENDMENTS TO BY-LAWS**

32. These By-Laws shall not be altered except pursuant to a special resolution passed by a three-fourths majority of such persons as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given to all members of the Society entitled to vote, at least fourteen (14) days prior to such meeting.

**FISCAL YEAR**

33. The fiscal year of the Society shall be from the first day of July to the last day of June.

DATED the      day of                      2017

Full Name                                      Address                                      Occupation

Witness  
(Name)\_\_\_\_\_

(Address)\_\_\_\_\_

(Occupation)\_\_\_\_\_