

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

GOLDEN NORDIC SKI CLUB SOCIETY

DEFINITIONS AND INTERPRETATION

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.

"By-laws" means these By-laws as altered from time to time.

2. The definitions in the Act apply to these Bylaws.

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.

MEMBERSHIP

4. There shall be four three classes of membership, namely adult membership, family membership corporate membership and junior membership.

5. Any person corporation or family or organization interested in the objectives, projects and work of the Society may become a member upon payment, by the date set by the directors, of a membership fee to be set annually by the Board Directors. Any company, organization, society or organized group may take out corporate membership. The Board may choose to offer alternate membership in special categories. 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 9.

6. The Directors of the Society may register as members 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.

7. Each paid up adult member and any one each of two adults of a family membership but only one per family membership shall have one vote either in person or by proxy at any general 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 exercised carried by a paid-up member in attendance at any general meeting of the Society. Proxies shall be in writing. Junior members Members under the age of 18 shall not be entitled to vote.

DUES

8. Membership dues fees, membership due dates and expiry dates shall be set annually by the Board Directors in each of the classes set out in Bylaw 1 4.

DISCIPLINE AND TERMINATION OF MEMBERSHIP

9. (9a) 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.

(9b) 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.

(9c) 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

10. 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.

11. 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.

12. 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. Such notice shall be by email to all members who have provided an email address to the Society. Such notice shall also be either by a posting, placed at least 21 days in advance of the meeting, on the Society's website, or by notices placed in the local paper at least three times within three weeks prior to the meeting.

13. 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.

14. 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.

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

OFFICERS AND DIRECTORS

15. (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 electing the President, Secretary and Treasurer at every other Annual General Meeting, the members may must elect at the Annual General Meeting of the Society an additional five six 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.

16. Initially the President and Treasurer shall hold office for two years and the Secretary shall hold office for one year. Thereafter The term of office shall be two years from the date of election for each officer. Directors who are not officers shall be elected for a one year term.

17. 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. These Bylaws do not permit the Society to pay 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.

DUTIES OF OFFICERS

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

19. 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.

20. 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.

The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of General Meetings and Director's Meetings;*
- (b) taking minutes of General Meetings and Director's 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.*

21. (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)

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;*
- (e) such other duties as the Board of Directors shall decide.*

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

22. 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.

Members may examine the records of the Society, in accordance with the Act, at the Society's registered office or another location duly designated by the Board of Directors.

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

24. *Members in good standing may make a presentation to the Board of Directors on submission of a request to the Secretary to do so at least one week prior to the Board of Director's meeting. The Board may choose to limit the length and number of presentations at any one meeting.*

SIGNING OFFICERS

25. All cheques of the Society shall be signed by TWO (2) officers of the following directors of the Society: consisting of the Treasurer, and the President, and or such other officer Director of the

Society as the Board of Directors shall designate.

BOARD OF DIRECTORS

26. 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.

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

28. 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,

(d) *To act with honesty, good faith, care, diligence and in accordance with the Act, to further the purposes of the Society as laid out in the Constitution.*

29. 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.

30. *The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.*

31. *The Directors may pass a Director's resolution without a meeting if TWO THIRDS of the Directors consent to the resolution in writing or by email.*

BORROWING

32. (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%)** *TWO THIRDS* 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 of the Society by a majority of not less than **seventy five percent(75%)** *TWO THIRDS* of the members present in person or by proxy.

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

COMMITTEES

33. (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, *or a delegate*, 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.

34. A Nominating Committee consisting of *at least* 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, *and the nominee consents to the nomination*, at the Annual General Meeting of the Society.

SEAL

35. (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

35. These By-Laws shall not be altered except pursuant to a special resolution passed by a **three-fourths** *two-thirds* 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

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

DISPOSAL OF ASSETS UPON DISSOLUTION

37. *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 was formerly unalterable.*

DATED the day of 2017

Full Name Address Occupation

Witness
(Name) _____

(Address) _____

(Occupation) _____