


CAROL PREST

ROWING BRITISH COLUMBIA

SOCIETIES ACT

CONSTITUTION

1. The name of the Society is ROWING BRITISH COLUMBIA.
2. The purposes of the Society are:
 - (a) To coordinate, promote, and assist rowing and any organization or organizations interested in rowing in the Province of British Columbia;
 - (a.1) To take all appropriate and desirable action to regulate the sport of rowing throughout British Columbia for its members in accordance with the bylaws, policies, rules and regulations of the Society and, where applicable, Rowing Canada Aviron and respond to recommendations and rules as may from time to time be presented by affiliated regulatory agencies.
 - (b) For the attainment of the above purposes to acquire, accept, solicit or receive by purchase, lease, contract, donation legacy, gift, grant, bequest or otherwise any kind of real or personal property or chooses in action
 - (c) For the further attainment of the above purposes to collect or raise in any manner whatsoever and to distribute from time to time moneys to any such organization or organizations.

BY – LAWS

BY-LAW ONE: MEMBERSHIP

1.1 Membership

Membership of ROWING BRITISH COLUMBIA (Hereinafter called “**The Society**”) shall consist of three classes of members: (1) rowing clubs promoting rowing (collectively, “**Clubs**” or individually a “**Club**”), (2) incorporated not-for-profit organizations and associations promoting rowing (collectively, “**Associations**” or individually an “**Association**”), and (3) for-profit organizations promoting rowing (collectively, “**For-Profit Organizations**”, individually a “**For-Profit Organization**” and together with Clubs and Associations, the “**Members**”) who function in the Province of British Columbia and meet the requirements of membership, and which shall have the Members’ rights set out in By-Law 1.6.

1.2 Requirements of Membership

- i. Members must be actively engaged in the sport of rowing.
- ii. Members must agree to abide by and to comply with the Constitution and By-Laws, Policies and Rules of the Society, as amended from time to time.
- iii. Members shall provide such documents as may be required by the Board of Directors at the time of application for membership or from time to time, including without limitation, statements pertaining to the Club, Association or For-Profit Organization and proof of formation, organization and continued existence that the Board of Directors may require and deem appropriate at the time of application for membership or from time to time.
- iv. For-Profit Organizations shall:
 - a. be required to provide valid proof of incorporation, formation, organization and continued existence and of being in good standing, all as may be required by the Board of Directors of the Society at the time of application for membership or from time to time;
 - b. shall be required to provide proof of applicable valid business license(s), insurance, or any other additionally required third party association memberships, an indemnity in favour of the Society and Board of Directors, or such other documents, supporting materials or evidence to meet conditions that may be placed by the Board of Directors as the Board of Directors may deem appropriate in its discretion; and
 - c. not be covered by any insurance policies held by the Society or Rowing Canada Aviron, and shall be responsible for providing, on application for membership, from time to time as the Board of Directors may request and on an annual basis, their own liability insurance and proof of same, which they ensure shall remain valid throughout membership, with the liability requirements to be determined by the Board of Directors from time to time.

1.3 Application for Membership

- i. The applicant shall submit a written application for membership to the Secretary that includes:
 - a) The purpose and objectives of the Club, Association or For-Profit Organization;
 - b) The directors and officers of the Club, Association or For-Profit Organization, as applicable;
 - c) The address of the Club, Association or For-Profit Organization; and
 - d) Any other documentation as shall be required by the Board of Directors.

- ii. Acceptance of an application shall be by two-thirds majority at any Board of Directors meeting.
- iii. The accepted applicant shall be under a probationary period of one year during which time they shall:
 - a) Pay annual dues to the Society as shall be required;
 - b) Have representation but no voting privileges; and
 - c) Participate in member based activities such as rowing, dry land training, facilities development and administration or regatta organization, with such restrictions as the Board of Directors may place on For-Profit Organization members at the time of acceptance of the application.
- iv. At a Board of Directors meeting, not less than twelve (12) or more than fifteen (15) months after the date of probationary acceptance, the application shall be presented for final consideration and the decision of the Board of Directors shall be final.
- v. If after an application for final consideration has been rejected, the application shall not be reconsidered for at least a period of twelve (12) months after the date of such rejection.

1.4 **Cessation or Cancellation of Membership**

- A Club, Association or For-Profit Organization shall cease to be a member of the Society:
- i. when a written letter of resignation by an officer of such Club, Association or For-Profit Organization is delivered to the Secretary of the Society or mailed or delivered to the address of the Society;
 - ii. upon the winding-up or dissolution of the Society; or
 - iii. on being expelled as follows.

A Member is and shall be expelled when:

- a) a motion to cancel the membership of the Club, Association or For-Profit Organization is approved at a Board of Directors meeting; or
- b) a Member has not been a member in good standing for 12 consecutive months. All Members are in good standing except a Member who has failed to pay its current annual membership fee or any other subscription or debt due and owing by it to the Society and it is not in good standing so long as the debt remains unpaid.
- c) In the case of a For-Profit Organization, it ceases to carry on business or if such organization dissolves or if it ceases activities promoting the sport of rowing.

1.5 **Readmission without probation**

Where a Club, Association or For-Profit Organization has ceased to be a member of the Society and reapplies for membership, it may, at the discretion of the Board of Directors be readmitted as a member without serving the probationary period on payment of outstanding fees or debts to the Society.

1.6 **Members' Rights**

- (a) **Voting Members**
Clubs and Associations (the "**Voting Members**") who are in good standing and not under suspension shall have the following rights:
 - i. to receive notices of Annual and Special General Meetings;
 - ii. to attend, speak and vote at Annual and Special General Meetings;
 - iii. to submit proposals for inclusion on the agenda of Annual and Special General Meetings;
 - iv. to participate in competitions and other programming organized by the Society; and

- v. to exercise all other rights and privileges arising from the By-Laws and such other rights and privileges as the Board of Directors may, from time to time, determine.

(b) Non-Voting Members

For-Profit Organizations who are in good standing and not under suspension shall be non-voting members and shall have the following rights:

- i. to receive notices of Annual and Special General Meetings;
- ii. to attend and speak at Annual and Special General Meetings, but shall have no vote;
- iii. to submit proposals for inclusion on the agenda of Annual and Special General Meetings;
- iv. to participate in competitions and other programming organized by the Society if approved by the Board of Directors and subject to conditions the Board of Directors may place as a condition of approval in its discretion; and
- v. to exercise all other rights and privileges arising from the By-Laws and such other rights and privileges as the Board of Directors may, from time to time, determine.

BY-LAW TWO: BOARD OF DIRECTORS AND OFFICERS

- 2.1 The affairs of the Society shall be managed by the Board of Directors consisting of:
 - i. All current Officers of the Society
 - ii. The immediate Past President of the Society
 - iii. Directors at Large
- 2.2 The Board of Directors will consist of not less than seven and not more than ten Officers and Directors at Large plus the immediate Past President. The exact number of directors which comprise the Board shall be established by the Board of Directors from time to time, and terms for directors will be established so as to maintain an as equal as possible number of directors elected in odd and even years.
- 2.3 Officers will be the President, Vice-President, Treasurer and Secretary. The Members will elect persons to serve as President and Treasurer and Directors at Large. The Board will elect from the Directors at Large persons to serve as Vice President and Secretary.
- 2.4 The Board of Directors may fill any vacancy on the Board of Directors (and any vacancy in the position of an Officer) provided at least five (5) remaining directors were elected by the membership at the most recent General Meeting. Vacancies may be caused by resignation, death or removal from office.
- 2.5 No director shall receive any remuneration for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 2.6 All Officers and directors shall be elected in accordance with the following:

- i. *All Officers and directors shall be elected in accordance with the following:*
 - i. *All directors, including the President and Treasurer shall be elected at an Annual General Meeting, or Special General Meeting by a majority of the Voting Members in attendance, for a term of not more than two (2) years commencing on the day immediately following the annual meeting. The President will be elected in even-numbered years and the Treasurer will be elected in odd-numbered years.*
 - ii. Incumbent directors are eligible for re-election but in no case shall an Officer hold the same office for a consecutive period of more than four (4) years.
 - iii. No director shall serve as a director of the Society for a consecutive period longer than ten (10) years, except that a Past-President may serve as Past-President for not more than four (4) years after ceasing to be President, notwithstanding that the ten (10)-year limit is exceeded.
 - iv. Where an individual has been appointed to fill a vacancy as a director and/or Officer the position to which they were appointed will become subject to an election at the following Annual General Meeting.
- 2.7 The term of office for a director shall cease upon:
 - i. Delivery to the Secretary of a written notice of resignation signed by the director;
 - ii. The passing of a special resolution of members removing a director

BY-LAW THREE: OFFICERS – this section intentionally left blank

BY-LAW FOUR: EXECUTIVE COMMITTEE

The Executive Committee consists of the officers of the Society and shall perform such duties and do such things as directed by the Board.

BY-LAW FIVE: DUTIES OF OFFICERS

5.1 President

The President shall preside at all meetings of the Society and the Board of Directors and shall call directors' meetings be held whenever the President may deem necessary.

The President shall be an ex-officio member of all committees.

5.2 Vice-President

In the absence of the President, the Vice-President shall act in the place of the President.

5.3 Treasurer

It shall be the responsibility of the Treasurer to attend to the following matters:

- i. The Treasurer shall keep the financial records, including books of account, necessary to comply with the Society Act.
- ii. The Treasurer shall render financial statements to the directors, members and others when required.

5.4 Secretary

It shall be the responsibility of the Secretary to attend to the following matters:

- i. The Secretary shall be responsible for the preparation and custody of minutes of all meetings of the Society.
- ii. The Secretary shall prepare notices of all meetings.
- iii. The Secretary shall be responsible for seeing that the credentials of the voting representatives are in order.
- iv. The Secretary shall encourage and receive applications for membership and see that lists of such membership are maintained for use by the Society in its work.
- v. The Secretary shall perform such duties as may be assigned by the Board of Directors or the President.

BY-LAW SIX: PATRONS AND HONORARY OFFICERS

- 6.1 The Board of Directors shall have the right to appoint and terminate the appointment of any or all of the following:
 - i. Honorary President
 - ii. Member of Honour
 - iii. Honorary Member-Patron
- 6.2 The title "Honorary President" is granted by the Board of Directors to Past-Presidents who have rendered distinguished services to the Society. This title confers the right to attend all meetings of the Society but not to vote.
- 6.3 The title "Member of Honour" is granted by the Board of Directors to persons who render or who have rendered distinguished services to the Society. This title confers the right to attend all meetings of the Society but not to vote.
- 6.4 The title "Honorary Member-Patron" may be granted by the Board of Directors to persons who have devoted themselves to the development of rowing or who, because of their position or their activity have been useful or may serve the cause of the goals pursued by the Society. Their functions are strictly honorary.

BY-LAW SEVEN: COMMITTEES

- 7.1 Committees shall be appointed by the Board of Directors as required and for as long as required, At the time of appointment of each committee, the Board of

Directors shall indicate, in reasonable detail, the scope, the purpose, and the authority of the committee so appointed.

- 7.2 At the first Board of Directors meeting after the Annual General Meeting, the Board of Directors shall determine that the following is functioning:
- i. an Umpires Committee
- 7.3 Additional committees may be appointed by the Board of Directors for any purpose. When appointing any committee, the Board of Directors may put any conditions, restrictions or limitations on the mandate of a committee.
- 7.4 Except for the Nominating Committee, each committee shall consist of the following:
- i. A Chairperson
 - ii. A member of the Board of Directors
 - iii. Additional members as required.
- 7.5 The Board of Directors shall appoint, not less than sixty (60) days in advance of the Annual General Meeting, a Nominating Committee consisting of two individuals who have been active in the affairs of the Society and one of which is a member of the Board of Directors.

The duties of the Nominating Committee shall be to prepare a slate of candidates for the positions of President, Treasurer and Directors at Large of the Society as appropriate and to obtain their written consent to stand for office. In doing so, when possible, the Nominating Committee will be sensitive to having regional representation on the Board.

Notice of the slate of candidates prepared by the Nominating Committee will be sent to the Members no less than forty-five (45) days in advance of the Annual General Meeting.

Additional nominations may be received by the Nominating Committee up to thirty (30) days in advance of the Annual General Meeting and must be accompanied by the candidates' letters of agreement to stand for the position for which the candidate is nominated.

A final list of all candidates including those on the initial slate prepared by the Nominating Committee and any appropriately supported nominations received by the Nominating Committee in the period between notification of the initial slate and thirty (30) days in advance of the Annual General Meeting, will be provided to the Members with the package of Annual General Meeting materials twenty-one (21) days in advance of the Annual General Meeting.

No nominations for election as Directors-at-Large or Officers will be made at the Annual General Meeting.

- 7.6 The Board of Directors shall have the power to dissolve a committee by a majority vote.
- 7.7. The Board of Directors shall have the power to remove any committee member by a majority vote, and to appoint a replacement for the balance of the term.

BY-LAW EIGHT: SPECIAL APPOINTMENTS

8.1 **Executive Director**

An Executive Director may be appointed by the Board of Directors.

8.2 **Representatives**

Representatives of the Society shall be appointed by the Board of Directors to any National Rowing Association committee at their first meeting following the Annual General Meeting, or at other times as appropriate.

Representatives may be appointed to any other association deemed necessary or advantageous by the Board of Directors.

The term of appointment of such representatives shall be at the discretion of the Board of Directors.

BY-LAW NINE: FEES

9.1 **Annual Fees**

Annual fees for membership shall be assessed by the Board of directors from time to time at their sole discretion. The amount of membership fees assessed by the Board of Directors against the Clubs, Associations and For-Profit Organizations need not be the same amount.

9.2 **Non-Payment**

Unless annual fees are paid within thirty (30) days of the demand being sent out, the Member concerned forfeits all voting rights and privileges until the outstanding fees are paid in full.

9.3 **Registrant Fees**

Fees for registration of individuals as defined in By-law 18 shall be set by the Board of Directors from time to time.

9.4 **Non-Payment of Registrant Fees**

Registration shall not be accepted unless accompanied by the appropriate fee.

BY-LAW TEN: MEETINGS

10.1 **Annual General Meeting**

The Annual General Meeting shall be held at such time and place, in accordance with the Society Act, as the directors decide. Notice of the Annual General Meeting shall be sent to all members in good standing at least twenty-one (21) days in advance of the meeting. The notice of the meeting shall include the following:

- i. Proposed agenda
- ii. Proposed By-law changes
- iii. List of nominations for Director at Large and, as appropriate the office of President and/or Treasurer.

- iv. Any motions to be voted on by the Members. No votes other than those for which notice has been provided to the Members shall take place at the Annual General Meeting.

10.2 **Board of Directors Meetings**

A Board of Directors Meeting shall be held at least quarterly. The date for each meeting shall be decided at the previous Board Meeting or the Annual General Meeting as appropriate.

The Secretary shall send the notice of the meeting not less than twenty-one (21) days prior to the meeting.

- i. Should less than five (5) elected directors remain on the Board of Directors, the remaining directors are obligated to call an Annual or Special General Meeting to elect directors as per By-law 2.6 within ninety (90) days. Until such elections, the remaining members may not pass motions that affect the Society, except for matters relevant to the General Meeting.

10.3 **Executive Committee Meetings**

Executive Committee meetings shall be held at the discretion of the President.

10.4 **Special General Meetings**

Special General Meetings may be called by the President, and in his absence, the Vice-President. A Special General Meeting must be called by the Secretary on written request of a minimum of one-tenth (1/10) of the members, subject to the requirements of the Society Act of British Columbia.

The Secretary shall call the meeting within two (2) weeks of receipt of such request.

The request for the meeting and the notice of the meeting shall state the purpose of the meeting and set out any item to be voted on.

BY-LAW ELEVEN: ORDER OF BUSINESS

11.1 **Annual General Meetings**

At Annual General Meetings the order of business shall be as follows:

- i. Reading of notice calling the meeting
- ii. Secretary's report as to credentials of members present
- iii. Roll call by the Secretary
- iv. Reading and adoption of minutes of previous Annual General Meeting
- v. Presentation of reports including Auditor's report and financial statements
- vi. Election of Directors at Large and Treasurer and/or President as appropriate
- vii. Appointment of Auditor
- viii. Other business as set out in the Notice of Meeting
- ix.. Adjournment

BY-LAW TWELVE: QUORUM

- 12.1 **General Meeting**
A quorum at General Meetings is one third (1/3) of the Voting Members in good standing, but never less than three (3) Voting Members.

12.2 **Board of Directors Meetings**

At Board of Directors Meetings a majority of the directors shall constitute a quorum.

12.3 **Executive Committee Meetings**

At Executive Committee Meetings, 2 members of the Executive Committee shall constitute quorum.

BY-LAW THIRTEEN: VOTING RIGHTS AND PROCEDURES

13.1 **Annual General Meetings**

At Annual General Meetings, each Voting Member in good standing shall have one vote.

13.2 **Special General Meetings**

At Special General Meetings, each Voting Member in good standing shall have one vote.

13.3 **Board of Directors Meetings**

At Board of Directors Meetings, each Director present shall have one vote.

13.4 **Executive Committee Meetings**

At Executive Committee Meetings, each member of the Executive present shall have one vote.

13.5 **Proxy Votes**

Proxy votes shall be recognized at the Annual General Meeting only. Voting Members may vote by proxy providing:

- i. That a written request signed by the President or Secretary or a named representative of the Voting Member indicating who is to exercise the proxy is received by the Secretary prior to the meeting.
- ii. A person may exercise a proxy on behalf of one absentee Voting Member only.
- iii. That the proxy is requested and exercised by a Voting Member in good standing.
- iv. The person exercising the proxy need not be a representative of a Voting Member.

13.6 **Voting Procedures**

- i. At all meetings, voting shall be by a show of hands, or by secret ballot on resolution of the simple majority of members voting at the meeting.
- ii. At Board of Directors meetings, the President shall in the event of a tie vote be entitled to a tie breaking vote.
- iii. For the election of Officers, each appointment shall be voted on separately and in order, commencing with the President.

BY-LAW FOURTEEN: FINANCES

14.1 **Fiscal Year**

The fiscal year of the Society shall begin on the first day of April of each year and end on the thirty-first (31st) day of March of the following year.

14.2 **Signing Officers**

All contracts, documents or any like instruments required to be executed by the Society shall be signed by two (2) members of the Board of Directors, one of which shall be the President, or Vice-President, or by the Executive Director if execution of the instrument by the Executive Director is approved by the Board of Directors.

14.3 **Bank Accounts**

One or more bank accounts shall be kept for the Society in a chartered bank or trust company. All cheques on such accounts shall be signed by any two (2) Officers, or one Officer and the Executive Director.

14.4 **Borrowing**

- i. In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, borrow such funds as the Board of Directors think desirable and secure the payment or repayment of such borrowings by giving security in whatever form the Board of Directors shall deem fit over the funds, property and assets of the Society.
- ii. *The Voting Members may by special resolution restrict the borrowing power of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting.*
- iii. No debenture will be issued except by special resolution.

BY-LAW FIFTEEN: VACANCIES – intentionally left blank

BY-LAW SIXTEEN: AMENDMENTS TO BY-LAWS

16.1 **Special Resolutions**

These by-laws may be amended or replaced in whole or in part at a General Meeting of which notice of intention to amend or replace has been given. Any amendment or replacement requires a seventy-five (75) percent majority vote of those members present and entitled to vote.

BY-LAW SEVENTEEN: DISCIPLINARY ACTION – intentionally left blank

BY-LAW EIGHTEEN: REGISTRATION OF OARSPERSONS, COACHES, OFFICIALS AND AUXILIARY VOLUNTEERS

- 18.1 The Board of Directors may require that a register of oarspersons, coaches, officials and auxiliary volunteers be maintained.

- 18.2 Members will be required to assist in completing and submitting the necessary information for such a register to be maintained.
- 18.3 An oarsperson or coach may belong to more than one club, but for purposes of registration shall be registered to only one member club at any one time.
- 18.4 Registration of individuals does not imply membership in the Society by the individual.

BY-LAW NINETEEN: SANCTION

19.1 **Sanction Hierarchy**

Sanction from the Society is required for all regattas held in British Columbia.

Sanction from the National Rowing Association, in addition to sanction from the Society, is required for regattas hosted in British Columbia that are of national importance.

Sanction from FISA in addition to sanction from the Society and from the National Rowing Association, is required for international championships and meetings held in British Columbia, as specified in the FISA Statutes.

19.2 **Regattas Requiring Sanction**

- i. Any racing between two (2) or more clubs shall require sanction from the Society.
- ii. Racing within one club and inter-club training sessions which are conducted by the coaches do not require sanction.

19.3 **Policy for Granting Sanction**

The Board of Directors shall establish a policy for requesting sanction and for granting sanction for regattas.

19.4 **Removal of Sanction**

The Board of Directors may withdraw sanction of any regatta if it appears that the requirements for holding the regatta are not being fulfilled.

19.5 **Sanction for competition outside British Columbia**

The Board of Directors may require members and registrants to obtain sanction before participating in regattas outside the province of British Columbia.

19.6 **Failure to obtain Sanction**

The Board of Directors shall establish a policy for disciplining either members or registrants who fail to obtain sanction.

BY-LAW TWENTY: DISCIPLINE

20.1 **Behavior and Discipline**

The Board of Directors may establish standards of behavior and disciplinary procedures for members and individual registrants.

BY-LAW TWENTY-ONE: DISSOLUTION

Upon the winding-up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting interest in or development of the health and welfare of the public, as may be determined by the members of the Society at the time of winding-up or dissolution, 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 each organization referred to in this paragraph shall be a charitable organization, a charitable corporation or charitable trust recognized by the Department of National Revenue of Canada 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).

BY-LAW TWENTY-TWO: MEMBER BENEFIT

The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. (This provision was previously unalterable).