

**BY-LAWS
of SPORT BC**

(approved by the membership on May 29, 2018)

ARTICLE 1 – INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires,

- a) Director – Means an individual elected as a Director of the Society in accordance with the By-Laws;
- b) Members – Means corporations, societies, organizations, and individuals who become and remain members in accordance with these By-Laws;
- c) Organization – Means an organization, other than a corporation or a society, that is recognized by the Society;
- d) Registered Address – Shall be the address of the Society as recorded by the Registrar of Companies;
- e) Society Act – Means the Society Act, R.S.B.C. 1996, c. 433, and amendments thereto;
- f) Sport – Includes non-competitive physical recreation and competitive sport involving physical activity using large muscle groups. Competitive sport also requires mental preparation and strategic methods and has an outcome determined by skill, not chance. Competitive sport occurs in an organized, structured and competitive environment in which a winner is declared; and
- g) Subsidiary – Means a department, division, or wholly owned company of the Society.

1.2 The definitions in the *Society Act*, as amended from time to time, apply to these By-Laws.

1.3 Words importing the singular include the plural and vice-versa.

ARTICLE 2 – MEMBERSHIP

2.1 Categories and Status of Members

2.1.1 Voting Members

Voting Members shall be societies or corporations admitted to membership upon meeting and maintaining qualifications of voting membership set out herein.

2.1.2 Non-Voting Members

Honorary Members shall be individuals recommended by the Directors and appointed by Special Resolution of the Society on the basis of the qualifications set out herein.

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2.2 Qualifications of Membership

- 2.2.1 The Provincial Sport Organization in British Columbia recognized under the authority of the Canadian National Sport Organization or British Columbia Provincial Government for that sport is eligible to be a voting member, if approved by the Directors.
- 2.2.2 A BC registered society, or corporation operating as a Multi-Sport Organization in which coordinates a specific aspect of sport throughout British Columbia is eligible to be a member, if approved by the Directors.
- 2.2.3 A Honorary Member shall be an individual who has shown long-term and outstanding support for the Society.
- 2.2.4 All members shall pay all monies due and payable to the Society, or any Subsidiary, within thirty (30) days after same are due and payable, unless otherwise determined by the Directors.
- 2.2.5 All members shall uphold the Constitution of the Society and comply with these By-Laws and any rules and regulations of the Society.

2.3 Conditions of Membership

- 2.3.1 Every voting member shall provide to the Society copies of any amendments to its constitution, by-laws, articles or memorandum of incorporation, or other constating documents.
- 2.3.2 All voting members shall pay all membership fees within thirty (30) days of the beginning of the fiscal year of the Society.

2.4 Application for Membership

- 2.4.1 An applicant for membership shall:
 - a) make application in writing to the Chair, Governance Committee of the Society;
 - b) deliver to the Society a copy of its current constitution, by-laws, articles, or memorandum of incorporation or other constating documents, and a description of its mandate and involvement with sport and recreation in British Columbia or a region of British Columbia; and
 - c) identify which category of membership is sought in which application.

2.5 Suspension, Cessation, and Expulsion

2.5.1 Suspension

A member unable, or failing, to maintain any conditions or qualifications of membership shall be considered to be “not in good standing” and may thereby be suspended by the Directors until such time as the inability or failure is corrected.

2.5.2 Cessation

A member shall cease to be a member of the Society,

- a) by delivering a resignation in writing to the Chair, Governance Committee or to the registered office of the Society;
- b) upon expulsion as set out herein; or
- c) upon the dissolution of the member.

ARTICLE 3 – GENERAL MEETINGS

3.1 The voting members of the Society present at a general meeting shall be the governing body of the Society.

3.2 General meetings may be called by the Directors or upon the requisition of ten percent (10%) or more of voting members in accordance with the *Society Act*.

3.3.1 a) The Annual General Meeting of the Society shall be held whenever possible in the month of June and, in any event, at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

b) No fee shall be charged to delegates of members of the Society to attend the General Meeting.

3.4 Every general meeting, other than the Annual General Meeting, is a special general meeting.

3.5 Notice of General Meeting

3.5.1 Thirty (30) days written notice of each General Meeting shall be given by the Vice Chair to all members entitled to attend such meetings and shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business. Such notice shall include the agenda which shall be as detailed as possible, and, if feasible, include all items for which a vote is to be taken.

3.5.2 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.

3.6 At the Annual General Meeting of the Society, the business of the meeting shall include:

- a) the minutes of the most recent general meeting of the Society;
- b) the reports of the Directors;
- c) the Financial Statements;
- d) the report of the Auditors;
- e) presentation and prioritization of programs and projects as allowed for in the Budget for the ensuing year;
- f) establishment of the borrowing power of the Society for the ensuing year;

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- g) establishment of the membership fees for the fiscal year following the Annual General Meeting;
- h) the appointment of the Auditors for the ensuing year;
- i) other business which under the By-Laws, and of concern to the Society and its members, requires the consideration of the general meeting including adoption of policy designed to further the purposes and objectives of the Society;
- j) amendments to the constitution and By-Laws if applicable;
- k) the election of Directors to the positions that fall vacant at that time; and any other business.

3.7 Voting at General Meetings

- 3.7.1 A quorum for the transaction of business at general meetings of the Society shall consist of not less than one-third (1/3) of the voting members.
- 3.7.2 Full members shall be represented by a voting delegate who shall be entitled to one (1) vote.
- 3.7.3 Each Director shall be entitled to one (1) vote on all matters of business excluding the election of Directors.
- 3.7.4 A Director or an employee of the Society may not be a voting delegate.
- 3.7.5 No individual shall exercise more than one (1) vote.
- 3.7.6 The Chair shall cast a vote only in the event of a tie vote.
- 3.7.7 Voting by proxy shall not be permitted.
- 3.7.8 In special circumstances, by the request of the Board of Directors or by written notice of at least ten percent (10%) of the voting members, a mail vote of the voting members shall be conducted and in such cases a minimum of thirty (30) days shall be given between the mailing of information and ballots and the return of such ballots to an independent body. The results of such a vote shall be made known to the members and shall be binding as if passed at a general meeting.

3.8 Minutes and Materials

- 3.8.1 Minutes of the Annual General Meeting shall be distributed to each member within sixty (60) days of the conclusion of the Annual General Meeting annually; and
- 3.8.2 The materials presented to members at the Annual General Meeting shall be distributed to each member within sixty (60) days of the conclusion of the Annual General Meeting annually.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 Composition of Board of Directors

Each year and as required from time to time, the Board of Directors shall appoint from within their ranks each of the following positions:

- a) Chair;
- b) Vice Chair;
- c) Director, Finance and Audit (or Treasurer); and
- d) Three (3) Directors-at-Large.

4.2 Election and Removal of Directors

i) Tenure

- a) Each Director shall hold office for a term of two (2) consecutive years;
- b) No Director shall hold office for more than four (4) consecutive terms or eight (8) consecutive years;
- c) Any Director who misses three consecutive Board of Director meetings may be asked by a majority of the other Directors to resign.

ii) Nominations

Only individuals nominated and seconded by a full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than (thirty) 30 days before the date of the Annual General Meeting.

iii) Qualifications of Directors

No person is qualified to become or to act as a Director who:

- a) is under the age of 19 years;
- b) is found to be incapable of managing such person's own affairs by reason of mental infirmity;
- c) is an undischarged bankrupt; or
- d) unless the court orders otherwise, has been convicted in or out of British Columbia of an offence:
 - i. in connection with the promotion, formation or management of a corporation or a society;
 - ii. involving fraud; or
 - iii. which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

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A Director ceases to hold office when he or she is not qualified under this Section.

iv) Elections

- a) The election of Directors shall be conducted by secret ballot, unless the position is filled by acclamation.
- b) Each year elections shall be held for two (2) Directors-at-Large at the Annual General Meeting. The Chair and Vice Chair will be elected in the same year. If the Board has filled a vacancy since the last Annual General Meeting, and the person elected shall complete the term of the Director who vacated the position. Notwithstanding any other By-Law, at the 2013 Annual General Meeting:
 - a) An election shall be held to fill the following Board positions:
 - i. Chair – one (1) for a three (3) year term;
 - ii. Vice Chair – one (1) for a three (3) year term; and
 - iii. Directors-at-Large – one (1) for a two (2) year term.
 - b) Three (3) Directors-at-Large from the current Board will complete the last year of their term.
- c) Notwithstanding any other By-Law, at the 2014 Annual General Meeting:
 - a) An election shall be held to fill the following Board positions:
 - i. Director, Finance and Audit – one (1) for a two (2) year term; and
 - ii. Directors-at-Large – two (2), one (1) for a two (2) year term and one (1) for one (1) year term.

v) Vacancies

- a) The Directors may, at any time and from time to time, appoint an individual as a Director to fill a vacancy on the Board of Directors.
- b) A Director appointed to fill a vacancy on the Board of Directors shall hold such office until the next Annual General meeting of members.
- c) Every position on the Board of Directors filled by election at a general meeting is filled for the remainder of the unexpired term for the specific position.

vi) Removal

- a) A Director may be removed from office by Special Resolution and another Director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.
- b) A Director shall cease to be a Director, unless the court orders otherwise, where such Director is convicted in or out of British Columbia of an offence:
 - i. in connection with the promotion, formation or management of a corporation or a

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- society;
- ii. involving fraud; or
- iii. which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

vii) Additional Directors

- a) Notwithstanding any other section of these Articles, between annual general meetings, the directors may appoint up to two additional directors, but the number of additional directors appointed must not at any point exceed two. Any director so appointed ceases to hold office immediately before the next election or appointment of directors, but is eligible for re-election or re-appointment.

4.3 Powers of the Directors

- a) The Directors may exercise all such powers and do all such acts as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless, to the provisions of: all laws affecting the Society;
- b) these By-Laws; and
- c) rules and regulations consistent with these By-Laws, which are made from time to time by the Society in general meetings.

4.3.2 The powers of the Directors shall include the authority to make such rules and regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Society and the promotion of its purposes, and such rules and regulations shall be binding on the members and on all participants in the programs of the Society.

4.3.3 No resolution passed by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule or decision had not been made.

4.3.4 The Directors shall have the power to invest the funds of the Society to facilitate the functioning of the Society and the promotion of its purposes.

4.3.5 The Directors shall have authority to establish committees of the Society and to appoint members of committees or delegate authority for appointing members of committees.

4.3.6 The Directors shall recommend the annual fee structure to the voting membership for their approval.

4.4 Proceedings of the Directors

4.4.1 Except as otherwise specified in these By-Laws, the Board of Directors may, in their absolute discretion, meet at such places and at such times, adjourn and otherwise regulate their meetings and proceedings.

4.4.2 The Chair shall chair all meetings of the Board of Directors. If at any meeting, the Chair is not
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present within thirty (30) minutes after the time appointed for the meeting, the Vice Chair shall act as the Chair. If neither of the above is present, the Directors may choose one of their members to chair the meeting.

- 4.4.3 A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Directors then in office.
- 4.4.4 Questions arising at any meeting of the Board of Directors shall normally be decided by a majority of the votes.
- 4.4.5 No proxy or pre-recorded votes shall be accepted.
- 4.4.6 A resolution agreed to in writing by all Directors and placed within the minutes of the Board of Directors is as valid and effective as if regularly passed at a meeting of the Directors.
- 4.4.7 At the first meeting of the Board of Directors, following the Annual General Meeting, the Board of Directors shall appoint Directors to serve as members of the committees for the ensuing year.
- 4.4.8 Written Resolutions

A resolution in writing signed by all the Directors and placed with the minutes of the Directors meetings, is as valid and effective as if regularly passed at a meeting of Directors.

4.4.9 Participation in Meetings

A Director who is entitled to do one or both of participate in and vote at a meeting of Directors or of a committee may participate or vote, as the case may be:

- a) in person; or
- b) by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other simultaneously.

A Director who participates in a meeting in a manner contemplated by paragraph 4.4.10 is deemed to be present at the meeting.

4.5 Remuneration of Directors

No Director shall be remunerated for acting as a Director but the Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society as approved by the Board of Directors.

4.6 Duties and Responsibilities of the Board of Directors

Without in any way limiting the powers of the Directors under By-Law 4.3 or otherwise, the duties and responsibilities of the Board of Directors shall include, but not be limited to:

- a) ensuring the Society's affairs are conducted in a manner that complies with the *Society Act*;
- b) ensuring the Society is operating within approved financial standards;

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- c) ensuring the Society is fulfilling its purpose, mission and mandate; and
- d) appointing, ensuring the success of, or if necessary removing, the President & CEO of the Society, monitoring the performance of the President & CEO, approving the compensation of the President & CEO and providing advice and counsel to the President & CEO in the execution of his or her duties.

ARTICLE 5 – OFFICERS

5.1 The Officers of the Society shall consist of the:

- a) Chair;
- b) Vice Chair;
- c) Director, Finance and Audit; and
- d) President & CEO.

No person may hold more than one (1) office at a time.

5.2 Duties of Officers

The duties of the Officers shall include but not be limited to:

5.2.1 Chair

The Chair shall:

- a) preside, wherever possible, at all meetings of the Society and at all meetings of the Directors;
- b) exercise general supervision and control over Directors and committees of the Society;
- c) recommend Directors to serve on committees established by the Board of Directors;
- d) be an ex-officio member of all Board committees;
- e) be a signing officer of the Society;
- f) review and approve the agenda for all meetings of the Board of Directors; and
- g) represent the Society or appoint others to represent the Society on appropriate occasions.

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5.2.2 Vice Chair

The Vice Chair shall:

- a) preside at meetings of the Board of Directors in the absence of the Chair; and
- b) act as the Secretary of the Society and fulfill duties which include:
 - i. conducting the correspondence of the Society;
 - ii. issuing notices of meetings of the Society and the Directors;
 - iii. keeping minutes of all meetings of the Society and the Directors; and
 - iv. keeping in safe custody the common seal of the Society.

ARTICLE 6 – COMMITTEES

6.1 Duties and Responsibilities of Committees

6.1.1 The Board of Directors may delegate any, but not all, of their powers to committees.

6.1.2 The Board of Directors may establish duties and responsibilities for committees established by the Board of Directors, other than Standing Committees. Committees established by the Board of Directors shall report to the Board of Directors.

6.2 Proceedings of Committees

6.2.1 Except as otherwise specified in these By-Laws, committees may meet at such places and at such times, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2.2 If, at any meeting of a committee, the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the members of the committee shall choose one of their number to chair the meeting.

6.3 Standing Committees

6.3.1 The following Committees shall be Standing Committees:

- a) Finance and Audit Committee, and b) Governance Committee.

6.3.2 A quorum for transaction of business at meetings of Standing Committees shall be a majority of members of the committee.

6.3.3 Questions arising at any meeting of a Standing Committee shall be decided by a majority of the votes.

6.3.4 The Chair of a meeting of a Standing Committee may move or propose a resolution, and shall have a deliberative vote at meetings of a Standing Committee.

6.3.5 The Chair of a Standing Committee shall report to the Board of Directors on the proceedings of that committee.

6.3.6 Duties and Responsibilities of Standing Committees

6.3.6.1 The Finance and Audit Committee shall;

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- a) consist of: (i) two (2) Directors; (ii) the President & CEO (ex-officio non-voting); and a person nominated by the Board of Directors;
- b) ensure that the financial matters of the Society are conducted in accordance with provisions of the *Society Act*;
- c) ensure preparation of financial reports for presentation to meetings of the Board of Directors;
- d) review and make recommendations for approval of annual budget by the Board of Directors;
- e) make recommendations as required to the Board of Directors, with respect to expenditures and investments of the Society;
- f) monitor risk management, internal controls and information systems of the Society.
- g) meet with the Auditor of the Society to discuss the financial statements and management letters;
- h) report to the Board of Directors on the financial aspects of the Subsidiaries of the Society; and
- i) review long range financial forecasting and assumptions.

6.3.6.2 The Governance Committee shall:

- a) consist of three (3) Directors, including the Chair of the Board, plus the President & CEO (ex-officio non-voting). The Board may appoint additional persons whose expertise or background will, in the opinion of the Board of Directors, help the Governance Committee do its work.;
- b) develop and annually update a plan for the composition of the Board of Directors which takes into consideration the then current strengths, skills and experience of the Board members and the strategic direction of the Society;
- c) recommend potential candidates for election as Directors, in compliance with the Nominating Guidelines which may be in effect from time to time;
- d) review annually, for approval by the Board of Directors, a Board Manual outlining the policies and procedures by which the Board of Directors will operate;
- e) review annually the performance and effectiveness of the Board of Directors and the members of the Board of Directors, and make recommendations for improvement as appropriate;
- f) review the need for, and the performance of, committees and make recommendations to the board of directors as required;
- g) ensure that the Society complies with the provisions, rules and regulations set out in the *Society Act* and other applicable legislation, as required; and
- h) review annually the Constitution and By-Laws of the Society and make recommendations to the Board of Directors for changes, additions and/or deletions with respect to the Constitution and By-Laws for consideration and approval by the membership at the Annual General Meetings.

ARTICLE 7 – FINANCES

7.1 Signing Officers

The Board of Directors shall establish policies for the authorization and execution of contracts, accounts, instruments and any other documents intended to bind the Society that are necessary or desirable for carrying on the business of the Society, and may amend such policies from time to time, provided such policies are not inconsistent with By-Law 10.2 [Use of Common Seal].

7.2 Borrowing Power

The Directors may, with the approval of the voting membership, exercise all powers of the Society to borrow or raise or secure the payment of money, in such manner and form, and in such amounts and upon such terms as they consider appropriate, provided that no debentures shall be issued without the approval by special resolution at a general meeting of the Society.

7.3 Audit

7.3.1 The accounts of the Society shall be audited annually in accordance with the Society Act by such

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persons as are appointed by the members at the Annual General Meeting.

7.3.2 The external audited statements of the Society must be submitted to the Annual General Meeting.

7.3.3 The fiscal year for all financial accounts of the Society shall be the first day of April to the last day of March of the following year.

7.4 Budget

7.4.1 The Budget is reviewed by the Finance and Audit Committee prior to the start of the fiscal year.

7.4.2 The Budget must be submitted to the Annual General Meeting.

7.4.3 Any issues relating to the Budget that are brought forward at the Annual General Meeting require re-review by the Finance and Audit Committee.

ARTICLE 8 – CONSTITUTION AND BY-LAWS

8.1 Distribution of Constitution and By-Laws

On being admitted to membership, a member is entitled to, and the Society shall provide, without charge, a copy of the current Constitution and By-Laws.

8.2 Amendment to Constitution and By-Laws

8.2.1 The Constitution and By-Laws of the Society shall not be altered or added to, except by Special Resolution as defined in the *Society Act*.

8.2.2 Notice of Special Resolutions to amend the Constitution and/or By-Laws must be sent to the registered address of the Society at least sixty (60) days prior to the date of the general meeting.

8.2.3 Notice of Special Resolution to amend the Constitution and By-Laws must be provided to the members forty-five (45) days prior to the date of the general meeting.

8.2.4 Approved amendments shall be effective on the date of acceptance by the Registrar of Companies for British Columbia, or at a later date specified in the Special Resolution.

ARTICLE 9 – PARLIAMENTARY AUTHORITY

Any matters or procedures respecting meetings of the Society or the Board of Directors for which express provision has not been made shall be determined in accordance with the *Society Act*, and if no binding provision is found therein, the latest edition of "Robert's Rules of Order" will be followed.

ARTICLE 10 – SEAL

10.1 The Board of Directors shall provide for a Common Seal for the Society.

10.2 The Common Seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the Resolutions or if no persons are prescribed, in the presence of the Chair and the Vice Chair.

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ARTICLE 11 – INSPECTION OF BOOKS AND RECORDS

The books and records of the Society shall be open for inspection during normal business hours at the registered address of the Society, upon five (5) days notice in writing of the desire of such inspection.

ARTICLE 12 – DISSOLUTION AND NOT FOR PROFIT PURPOSE

- 12.1 “In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all cost, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities or registered Canadian Amateur Athletic Associations pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of the winding up or dissolution of the Society, and if effected cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities or registered Canadian Amateur Athletic Associations pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society.”
- 12.2 “The overall purpose of the Society will remain limited to a not for profit objective.”