

KAJAKS TRACK & FIELD CLUB

CONSTITUTION & BYLAWS

SEPTEMBER 2018



CONSTITUTION

1. The name of the Society is, "Kajaks Track and Field Club".
2. The objects of the Society are:
 - a. To promote, encourage, and develop the widest participation and the highest proficiency in amateur track and field.
 - b. To arrange and assist in the arrangement of courses of instruction for coaches, athletes, officials, or other interested persons in matters concerning the sport.
 - c. To promote and assist in the promotion of international meets, championships, competitions, demonstrations and other events in connection with Athletics.

BYLAWS

PART 1 INTERPRETATION

- 1.1 In these Bylaws unless the context otherwise requires:
 - a. "Act" means the Societies Act of the Province of British Columbia as amended from time to time;
 - b. "Board" means the Board of Directors;
 - c. "Directors" mean the Directors of the Club for the time being;
 - d. "Registered Athlete" means any person registered with the Club as eligible for competition as an amateur, or as a recreational member, in each case under the Rules of Athletics Canada; and
 - e. "Registered Non-Athlete" means any person registered with the Club in a recognized position as a coach, official or administrator, in each case under the Rules of Athletics Canada;
 - f. "Club" means the Kajaks Track and Field Club.
- 1.2 The definitions in the Act apply to these Bylaws.

- 1.3 Words importing the singular include the plural and vice versa; and words importing the male person include a female person and a corporation.

PART 2 MEMBERSHIP

- 2.1 The members of the Club are those individuals who have become members in accordance with these bylaws and have not ceased to be members.
- 2.2 An individual may:
 - a. Apply directly to the Club for registration as a member;
 - b. Register as an Athlete member of the club;
 - c. Register as a Non-Athlete member of the club .
- 2.3 Membership types include:
 - a. Athlete membership – shall include those members of the Society who are actually training for athletic events and/or who are engaged in competition within the club or elsewhere. Age determined by the age the individual is on December 31st in the year of competition. These members shall include:
 - i. Junior Development (9 – 13 years)
 - ii. Midget 14
 - iii. Midget 15
 - iv. BC Games 14 – training only
 - v. BC Games 15 – training only
 - vi. Youth (16-17)
 - vii. Junior (18-19)
 - viii. Junior Post-Secondary (18-19)
 - ix. Senior (20+)
 - x. Senior Post-Secondary (20+)
 - xi. Masters (35+)
 - xii. Jr. Road & Trail (18 – 19)
 - xiii. Road & Trail (20+)
 - xiv. Training – training only
 - xv. Track Rascals – training only
 - xvi. Friends of BC Athletics

- b. Non-Athlete membership – shall include those member of the Society who are not athletes but are working with the club in a recognized position. Such members include but are not limited to Coaches, Officials, Board Members, Managers. These members shall include:
 - i. Coaches
 - ii. Officials
 - iii. Associates
 - c. Honorary Membership - the Club may also, at the discretion of the Board, grant honorary membership status to one or more individuals.
- 2.4 All members are non-voting members unless they have become voting members in accordance with 2.12.
- 2.5 Membership in the Club is not transferable.
- 2.6 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.7 The amount of the annual membership dues, if any, shall be determined by the Board from time to time.
- 2.8 All members are in good standing except any member who has failed to pay their current annual membership dues or any other subscription or debt due and owing by him to the Club and he is not in good standing as long as the debt remains unpaid.
- 2.9 A person shall cease to be a member of the Club:
- a. By notifying the Board in writing to that effect;
 - b. On their death;
 - c. On being expelled; or
 - d. On having been a member not in good standing 30 consecutive days.
- 2.10 Subject to 2.11, the Board may, by an affirmative vote of three-fourths (3/4) of those Directors present at a duly convened meeting to consider a member for suspension or expulsion, so suspend or expel any member whose conduct is, in the determination of the Board, improper, unbecoming, or in conflict with the interest or reputation of the Club, which for clarity includes the willful breach of the Constitution, these Bylaws, or any rules or

regulations maintained by the Club.

- 2.11 No member may be expelled or suspended without first being notified of the charge or complaint against him and provided an opportunity to be heard by the Directors at a meeting of the Board called for that purpose.
- 2.12 Voting Members - The voting members of the Club shall be determined, from time to time, as follows:
 - a. Every Director shall be, for the entirety of their term(s) as Director, reckoned as a voting member of the Club;
 - b. All athletic and non-athletic members ages 19 and up who are in good standing are eligible to vote. Non-voting junior members ages 18 and below shall be represented by one parent or legal guardian.

PART 3 MEETINGS OF MEMBERS

- 3.1 General meetings of the Club must be held at the time and place the Board determines.
- 3.2 Written notice of the date, time and location of a general meeting must be sent to every member at least 14 days before the meeting but not more than 60 days before the meeting. "Written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, electronic mail, and fax.
- 3.3 Annual General Meeting of the Club to be held each year within 90 days of fiscal year end.

PART 4 PROCEEDINGS AND GENERAL MEETINGS

- 4.1 At a general meeting, the following business is ordinary business:
 - a. adoption of rules of order;
 - b. consideration of any financial statements of the Club presented to the meeting;
 - c. consideration of the reports, if any, of the directors;
 - d. election or appointment of Directors if required;

- e. business arising out of a report of the Directors not requiring the passing of a special resolution.
- 4.2 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 4.3 Quorum at a General Meeting
- a. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - c. A quorum exists when there is present at least (3) voting members.
 - d. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
 - i. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - ii. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 4.4 Chairperson of a General Meeting
- a. Subject to Bylaw 4.4(b), the President or the Vice President shall preside as Chairperson of a general meeting; in the absence of both, one of the other Directors present shall preside as Chairperson.
 - b. If there is no President, Vice President or any other Directors present within fifteen (15) minutes after the time appointed for holding the general meeting, or the President, Vice President and all the other Directors present are unwilling to act as Chairperson, then

the members present shall choose one of their number to be Chairperson.

4.5 Adjournment of a General Meeting

- a. A general meeting may be adjourned from time to time and from place to place, by the Chairperson of the meeting, but no business shall be transacted at a reconvened adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.6 Voting at a General Meeting

- a. The Chairperson of a meeting may move or propose a resolution.
- b. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- c. Each member in good standing shall be entitled to attend and speak at all general meetings of the Club, but only voting members shall be entitled to vote on any question at a general meeting. Those active members designated as juniors shall exercise such vote through one of their parents or legal guardians.
- d. Votes of voting members may be cast in person or by written proxy. A proxy must be held by a voting member. The proxy shall be delivered in writing to the secretary of the meeting, before the announced starting time of the meeting.
- e. At all general meetings of the Club, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or by these Bylaws.
- f. Voting may be by show of hands or secret ballot at the discretion of the Chair.

PART 5 DIRECTORS

5.1 Powers of the Directors

- a. The business of the Club shall be carried on by the Board who shall interpret the Constitution and Bylaws, and may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by these Bylaws or by

Statute or otherwise lawfully directed or required to be exercised or done by the Club in general meeting, but subject, nevertheless to:

- i. all laws affecting the Club;
 - ii. these Bylaws;
 - iii. rules, not being inconsistent with these Bylaws, made from time to time by this Club in a general meeting.
- b. The powers of the Directors shall include the power to make such rules and regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Club, subject to the approval of the members at the next following general meeting, and such rules and regulations are binding on the members and those participating in the Club's programs.
- c. No rule made by the Club in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2 Number of Directors. There shall be four (4) elected Executive Directors plus General Directors whose number and duties are to be determined by the Executive Directors and, from time to time, one (1) Past President, who shall also serve as a Director by virtue of being the Past President. The Directors shall consist of not less than 4 members consisting of President, Vice President, Treasurer, Secretary. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.3 Election and Term of Office for Directors
- a. No person shall be eligible to serve as a Director unless they are a member of the Club.
 - b. All Executive Directors, other than the Past President, shall be separately elected for each office to be filled, including:
 - i. President;
 - ii. Vice-President;
 - iii. Director Finance (Treasurer);
 - iv. Director Administration & Planning (Secretary);
 - c. Additional Directors may be added at the discretion of the Executive Directors where specific need and roles are identified.
 - d. Each elected Director shall be elected for a term of two (2) years staggered as follows: roughly one half of the Director positions will be elected in a particular year and the

remaining positions elected in alternate years.

- e. Directors shall retire from office at the AGM terminating their respective elected term, at which time the vacated position shall be refilled by election.
- f. Each Director may only be elected for two consecutive terms to the Board unless otherwise voted by the Executive Directors. The incumbent Director may not participate in the vote.

5.4 Appointment of Directors

- a. The Directors may at any time and from time to time appoint a member of the Club as a Director to fill a vacancy. A Director so appointed shall hold office only until the conclusion of the unexpired portion of the term of office created by the vacancy and shall be eligible for re-election for subsequent term(s).

5.5 Remuneration to Directors.

- a. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.

PART 6 PROCEEDINGS OF DIRECTORS

6.1 Meetings

- a. The Board shall meet as they deem fit to manage the affairs of the Club but at least four (4) times a year.
- b. Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- c. The Directors may from time to time fix the quorum necessary for the transaction of business, but such quorum shall not be less than 50% of the Board.
- d. The President shall be Chairperson of all meetings of the Directors; but if at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President shall act as Chairperson, but if neither is present the Directors may choose one of their members to be Chairperson at that meeting.

- e. A Director may at any time request a meeting of the Board, and the Board shall, upon receipt in writing of such a request convene a meeting of the Directors.
- f. For the first meeting of the Directors held immediately following the appointment or election of a Director or Directors at a general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

6.2 Voting

- a. Questions arising at any meeting of the Directors, or a committee established by the Directors shall be decided by a majority vote.
- b. In case of an equality of votes the Chairperson does not have a second or casting vote and the motion is defeated.

6.3 Committees

- a. The Directors may carry out their functions through committees. Such committees shall have a liaison Director on the committee who shall coordinate the function of the committee and, on behalf of the committee, report back to the Board for ratification, information or decision.
- b. Committee members shall be members of the Club and other than the liaison Director may be selected from the membership at large at the discretion of the Board.
- c. Any committee formed by the Board shall conform to any rules that may from time to time be imposed on it by the Directors.
- d. A committee shall elect a Chairperson of its meetings; but if no Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the committee members present shall choose one of their numbers to be a Chairperson of the meeting.
- e. The members of the committee may meet and adjourn as they think proper.

PART 7 DUTIES AND DIRECTORS

7.1 President

The President shall supervise the other directors in the execution of their duties.

7.2 Vice President

The Vice President shall carry out the duties of the President during their absence.

7.3 Director Finance

The Director Finance (Treasurer) shall be responsible for the keeping of the books of account of the Club and shall be responsible for their custody and safekeeping including all vouchers, receipts, cheques, and other records dealing with financial matters.

7.4 Director Administration & Planning (Secretary)

The Director Administration & Planning (Secretary) shall be responsible for the record keeping of the Club with regard to all Board functions and recording meeting minutes.

7.5 Immediate Past President

The immediate Past President shall be a member of the Board for a one-year term and shall assist the President and the Vice President in their duties and shall provide advice and counsel to the Board as requested by the Board.

7.6 Other Directors

In addition to those set out in 7.1 and 7.4, the Directors shall perform such other duties as from time to time shall be determined by the Board.

7.7 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at that meeting.

7.8 The directors shall have power to authorize expenditures on behalf of the Club from time to time and may delegate by resolution to an officer or director of the Club the right to employ and pay honoraria. The directors shall have the power to make expenditures for the purpose of furthering the objective of the Club.

7.9 The directors shall take such steps as they may deem requisite to enable the Club to receive donations and benefits for the purpose of furthering the objects of the Club.

7.10 The directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by such executive or shall be prescribed by the directors at the time of such appointment.

PART 8 INSPECTION OF RECORDS

8.1 Inspection of Records

All books of the Club may be inspected by any member at any reasonable time at the place at which such books and records shall be normally kept upon written request by that member.

PART 9 FINANCIAL STATEMENT

- 9.1 The fiscal period of the Club shall terminate on September 30; which shall cause a financial statement made up to that date to be prepared for presentation to the members at the AGM. Such financial statement shall consist of at least a Balance Sheet and a statement of revenue and expenditures for the fiscal period and shall be in a form commonly accepted within the accounting profession.
- 9.2 The remuneration paid to every director, employee, volunteer or agent shall be clearly and identifiably reported in the financial statements.
- 9.3 The financial statement shall be approved by the Board and the approval shall be evidenced at the foot of the Balance Sheet by the signature of two (2) of the Directors.
- 9.4 There shall be a schedule of the items grouped in the expense categories as presented in the Audited Financial Statement at the AGM.
- 9.5 The annual Budget shall be presented and at the AGM for approval.

PART 10 AUDIT

- 10.1 The Board shall appoint an Auditor or Auditors after each AGM of the Club, if required by resolution.
 - a. The Auditor(s) shall make such examination as will enable them to report to the members as required under (c) below.
 - b. The Auditor(s) shall make a report to the members and the Board on the books of account and financial statements examined by him. The report shall state whether in their opinion the financial statement referred to therein presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent

- with that of the preceding period.
- c. The Auditor(s) of the Club has the right of access at all times to the books of account of the Club and to all records, documents, books, and vouchers of the Club, and is entitled to require from the Board such information and explanation as may be necessary to enable him to report as required by 10.1(c).
 - d. The Auditor(s) of the Club is entitled to attend any meetings of members of the Club and to make any statement or explanation he desires with respect to the books of account and financial statement examined by him, and notice of such meeting shall be given to the Auditor(s).

PART 11 SEAL

- 11.1 Deeds, transfers, licenses, contracts, and engagements on behalf of the Club and all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by such Directors or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board.
- 11.2 The Directors may provide a common Seal for the Club and may destroy a Seal and substitute a new Seal in its place.
- 11.3 The Seal of the Club shall be under the control of the President and its use from time to time shall be determined by the Board, provided always that the Seal of the Club may be affixed to any instrument in the presence of any two (2) of the President, Vice President, and Director Finance of the Club.

PART 12 BYLAWS

- 12.1 On being admitted to membership, a member is entitled to and the Club shall provide, on request and without charge, a copy of the Constitution and Bylaws and Rules and Regulations of the Club currently in force.
- 12.2 The Club shall be carried on without the purpose of gain for its members and any profits or accretions to the Club shall be used in promoting its objectives. This provision was previously unalterable.
- 12.3 On the winding up and dissolution of Kajaks, after all debts have been paid or provision for payment has been made the assets remaining shall be paid, transferred or delivered on the first hand to BC Athletics. Should BC Athletics not exist then the assets remaining shall be

transferred or delivered to Sport B.C. If neither of the mentioned societies is in existence then the assets remaining shall be paid, transferred or delivered to the B.C. Minister of Finance. This provision was previously unalterable.

- 12.4 These Bylaws shall not be altered or added to except by special resolution, as such term is defined in the Act.

SPECIAL ACKNOWLEDGEMENT

A Special Thank You to Kristina Bradley (Kajaks Parent), Karen Fisher Hagel (Club Manager) and the 2017-18 Board of Directors for their help in updating this edition of the Kajaks Track & Field Club Constitution and Bylaws. In addition, we also wish to thank all those that have given their time to the Kajaks Track & Field Club over the years.