

VICTORIA CITY ROWING CLUB

CONSTITUTION

AND

BYLAWS

November 26, 1998

**CONSTITUTION AND BYLAWS
OF
VICTORIA CITY ROWING CLUB**
(Consolidated as of November 26, 1998)

CONSTITUTION

1. The name of the Society shall be the VICTORIA CITY ROWING CLUB.
2. The purposes of the Society are
 - (a) to promote and encourage rowing, sculling, athletics, games, and amusements; to hold regattas and sports and in general to promote and encourage the physical and social well-being of the members of the Society;
 - (b) to acquire and take by purchase, donation, devise or otherwise, and to hold for the use of the members of the Society all kinds of real and personal property in the Province of British Columbia;
 - (c) to construct, rent, lease, provide, occupy, maintain and regulate any suitable buildings, premises, conveniences, or place or places of resort for the members of the Society;
 - (d) to sell, exchange, mortgage, lease, let or otherwise dispose of all or any part of the real or personal property of the Society;
 - (e) to affiliate and cooperate with other societies or clubs formed for the purposes set out in paragraph 2(a) above or any similar purposes;
 - (f) to do all such other acts as are incidental or conducive to the fulfilment of the above purposes or any of them.
3. In the event that the Society should, at any time, be wound up or dissolved, the remaining assets, after payment of all debts and liabilities, shall be turned over to a recognized charitable organization with purposes similar to those of the Society or if this cannot be done, to another recognized charitable organization in the Province or elsewhere in Canada as directed by the members.
4. The term, *recognized charitable organization*, in Article 3 means a charitable organization or charity that the Department of National Revenue recognizes as such under the provisions of the *Income Tax Act* (Canada) from time to time in effect.
5. The Society shall carry out its purposes without purpose of financial gain for its members, and

shall use any profits or other accretions to the Society for promoting its purposes, and shall carry out its purposes on an exclusively charitable basis.

6. The Society shall not remunerate any director or officer for being or acting as a director or officer, but may reimburse a director or officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

7. Articles 3, 4, 5, 6 and 7 are unalterable.

BYLAWS

Part 1 Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
- (a) "*Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (b) "*Club*" means Victoria City Rowing Club;
 - (c) "*address of the Club*" means the address of the Club filed with the registrar in accordance with the *Act*;
 - (d) "*Director*" or "*Directors*" means a director or the directors of the Club as the case may be;
 - (e) "*Privileges*" include use of the facilities and equipment of the Club and participation in Club activities, subject to these Bylaws, and the right to vote at general meetings;
 - (f) "*rowing*" includes sweep rowing and sculling;
 - (g) "*Rules*" mean any rules, regulations or other directions governing safety, rowing activities, use of facilities and equipment and conduct of the members adopted and published by the Directors;
 - (h) "*Special Business*" means
 - (i) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (ii) all business transacted at an annual general meeting, except,
 - (A) adoption of rules of order;
 - (B) consideration of the financial statements;
 - (C) report of the Directors;
 - (D) report of the auditor, if any;
 - (E) election of Directors;
 - (F) appointment of the auditor, or waiver thereof; and
 - (G) other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

- (i) “*year*” means the fiscal year of the Club.
- (2) The definitions in the *Act* on the date these bylaws become effective apply to these bylaws.

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

Part 2 Membership

3. Every member shall uphold the Constitution, comply with these Bylaws and obey all Rules.

Classes of Members

4. The Club has the following classes of members:

- (a) Senior Members are individuals over the age of 18 years and are entitled to full Privileges subject to these Bylaws.
- (b) Junior Members are individuals under the age of 18 years and, at the discretion of the Directors, over the age of 18 years and in full-time attendance at a secondary or post-secondary educational institution and not a member of any other rowing club. Subject to these Bylaws, a Junior Member is entitled to all Privileges except that a Junior Member shall not vote at any general meeting. A member is a Junior Member for the year in which he or she turns 18.
- (c) Non-rowing Members are individuals over the age of 18 years and are entitled to full Privileges, subject to these Bylaws, except use of the rowing facilities and equipment of the Club and participation in rowing activities.
- (d) Honorary Members are those members that the Club recognizes in accordance with these Bylaws for exceptional service to the Club or the sport of rowing or for outstanding achievement in the sport of rowing. An Honorary Member is entitled to full Privileges subject to these Bylaws. Honorary Members include Honorary Life Members elected to membership before these Bylaws become effective.

5. Senior Members and Non-rowing Members include Life Members admitted to membership before these Bylaws become effective.

6. Notwithstanding anything in these Bylaws to the contrary, Honorary Members and Life Members are exempt from payment of annual membership fees but shall pay all other fees, dues, assessments, subscriptions and charges as and when levied by the Club.

7. Only when the number of Honorary Members is less than 10, any two persons attending and eligible to vote at an annual general meeting may nominate a member for election at the meeting as an Honorary Member for a period of one or more years or for life. The nominee may become an Honorary Member for the designated period only upon all persons attending and eligible to vote at the annual general meeting voting in favor of the nominee's election. The Club shall not elect more Honorary Members than will bring the total number of Honorary Members at any time to 10.

Application for Membership

8. Every applicant for membership must submit a completed application form and fees to the Secretary.
9. Upon receipt of the completed application form and fees, the Secretary may accept the applicant as a Senior Member, Junior Member or Non-rowing Member, as the case may be.
10. The Secretary shall not accept an application for membership of any person who has ceased to be a member pursuant to Bylaw 12 or Bylaw 13, and has not paid all outstanding amounts payable to the Club.

Payments and Default

11. Each member shall pay to the Club, in such amounts and such manner as the Directors shall fix from time to time, application fees, membership dues, subscriptions and any other charges.
12. Only the Directors may prorate or refund membership dues.
13. If the Secretary has notified a member of the amount the member owes the Club, and the Secretary or the Treasurer does not receive payment of the amount owed within 30 days of the date of such notification the member shall be in default and the Directors may post notice of the default. If the Secretary or the Treasurer does not receive payment within 60 days of the date of initial notification, the member shall, at the discretion of the Directors, cease to be a member of the Club.
14. A member in default may apply to the Directors for an extension of time to pay. The Directors may refuse to grant the extension or may relieve the member from default and grant the extension on such terms and conditions as they see fit. A member to whom the Directors have granted such an extension is in default immediately upon failing to comply with any term or condition so imposed by the Directors and shall, at the discretion of the Directors, cease to be a member of the Club.
15. Nothing in these Bylaws and no extension of time to pay or other accommodation releases a member or former member of any liability to the Club or deprives the Club of any legal or equitable remedy it may have against a member or former member.

Standing, Discipline and Cessation of Membership

16. The Directors may suspend or expel any member who, in their determination, has violated any of these Bylaws or any Rule or is guilty of misconduct. A member who has been suspended or expelled may appeal the suspension or expulsion to a general meeting of the members convened in accordance with these Bylaws and the *Act*.
17. All members are in good standing except members in default or under suspension.

18. Any member who is not in good standing shall not have any Privileges and shall not be entitled to receive notice of or vote at any meeting.

19. A person shall cease to be a member of the Club

- (a) by delivering his or her resignation in writing to the Secretary or by mailing or delivering it to the address of the Club;
- (b) on his or her death;
- (c) on being expelled;
- (d) on having been a member not in good standing for 12 consecutive months; or
- (e) on cessation of membership pursuant to Bylaw 13 or Bylaw 14.

20. No member may transfer his or her membership in the Club to any other person.

Guests

21. A member may allow a guest to use facilities and equipment of the Club on the following conditions:

- (a) The member shall ensure that:
 - (i) a member accompanies the guest at all times;
 - (ii) the guest obeys the Rules and any reasonable directions concerning the use of equipment or facilities; and
 - (iii) before using any facilities or equipment of the Club the guest signs a waiver and release in a form approved by the Directors.
- (b) No member shall introduce an individual as a guest more than 10 times per year.

Part 3 Meetings of Members

22. The Club shall hold general meetings at such times and places, in accordance with the *Act*, as the Directors decide, except that the Club shall hold an annual general meeting at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

23. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

24. The Directors may, when they think fit, convene an extraordinary general meeting.

25. On the requisition of 10% or more of the voting members of the Club, an extraordinary general meeting shall be convened in accordance with the provisions of the *Act*.

26. The Club shall give to members in good standing not less than 14 days' notice of a general meeting, specifying the place, day and hour of meeting and, in the case of Special Business, the

general nature of that business. The notice will also be posted in a conspicuous location on premises the Club may occupy. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any person entitled to receive notice does not invalidate proceedings at that meeting.

27. Any member intending to make a motion at or otherwise bring business before any general meeting shall notify the Secretary of that intention in writing at least 10 days before the day of the meeting.

28. (1) At the time of any general meeting,

(a) if the number of members entitled to vote at a general meeting is 30 or more, 10% of those members present are a quorum;

(b) if the number of members entitled to vote at a general meeting is less than 30, then 3 of those members present are a quorum.

(2) If at any time during a general meeting a quorum ceases to be present, business then in progress shall be suspended until there is a quorum present or, if a quorum is not present within 30 minutes of the suspension of business then the meeting shall be terminated or stand adjourned in accordance with Bylaw 29.

29. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

30. (1) Subject to Bylaw 30(2), the President, the Vice President or, in the absence of both, one of the other Directors present, shall preside at a general meeting.

(2) If at a general meeting

(a) neither the President, Vice President nor any other Director is present within 15 minutes after the time appointed for holding the meeting; or

(b) none of the Officers or Directors present is willing to preside,

the members present shall choose one of their number to preside.

31. The person presiding at a general meeting may move or propose a resolution.

32. (1) Every member, except Junior Members, in good standing present at a general meeting is entitled to one vote.

(2) Unless the members entitled to vote at a general meeting resolve otherwise, voting on a resolution is by show of hands, and voting for the election of Officers and Directors is by ballot.

(3) In case of an equality of votes the person presiding shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.

(4) An abstention shall not be counted as a vote for or against a resolution.

(5) Voting by proxy is not permitted.

33. Except for adjournment due to absence of a quorum, a general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It is not necessary to give notice of an adjourned general meeting or of the business to be transacted at an adjourned general meeting.

Part 4 Directors and Officers

34. The Officers of the Club are the President, Vice President, Secretary and Treasurer.

35. The number of Directors is seven or such greater number as may be determined at a general meeting.

36. The Officers, the immediate Past President and two or more other persons are the Directors of the Club.

37. (1) At each annual general meeting the Directors shall retire from office and the members entitled to vote present at the meeting shall elect their successors.

(2) There shall be a separate election for each Officer and an election for the Directors who are not Officers.

(3) If no successor is elected, the person previously elected or appointed continues to hold office.

38. (1) The Directors may at any time and from time to time appoint a person not disqualified under Bylaw 41 as a Director to fill a vacancy among the Directors.

(2) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Club, but is eligible for re-election at the meeting.

39. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

40. The members may by special resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

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

(a) under the age of 18 years;

(b) found to be incapable of managing his or her own affairs by reason of mental infirmity;

(c) an undischarged bankrupt or insolvent;

(d) not a member in good standing;

or has been

(e) removed from office by a special resolution of the members.

42. A Director may resign from office by delivering his or her resignation in writing to the Secretary or to the address of the Club. The resignation shall be effective upon delivery or such later date as the resignation may specify.

Part 5 Powers and Duties of Officers and Directors

43. (1) Except for what the Club must do only in general meeting, the Directors, unless prohibited by these Bylaws, statute or other law affecting the Club, may do everything that the Club may do.
(2) No resolution, made by the Club in general meeting, invalidates a prior act of the Directors that would have been valid if that resolution had not been made.

44. Without limiting the generality of Bylaw 43, the Directors shall manage or supervise the management of the affairs and finances of the Club and may

- (a) make Rules;
- (b) control and administer the facilities and equipment of the Club;
- (c) order supplies, labor, maintenance and repairs;
- (d) arrange regattas, sporting activities and entertainments;
- (e) engage servants in the name of the Club, including but not limited to managerial and coaching staff; and
- (f) delegate to managerial staff, to the extent the Directors see fit, the authority set out in this Bylaw 44(b), (c) and (d) and the authority to engage coaching staff.

45. Unless the Directors provide otherwise, the Officers have the following powers and duties.

- (a) The President is the chief executive officer of the Club and
 - (i) supervises the other officers in the execution of their duties;
 - (ii) chairs all general meetings and meetings of the Directors;
 - (iii) serves *ex officio* as a member of all committees established by these Bylaws or the Directors;
 - (iv) officiates at Club functions; and
 - (v) has such other powers and performs all other duties that a president normally has or performs.
- (b) The Vice President assists the President in the performance of his or her duties and assumes the duties of the President in his or her absence.
- (c) The Secretary
 - (i) prepares and has custody of all minutes of meetings of the Club and meetings of the Directors;
 - (ii) maintains and keeps all records, except financial records, of the Club, including but not limited to the Register of Members, as required by the *Act*;
 - (iii) conducts or supervises the conduct of correspondence;
 - (iv) issues notices of meetings of the Club and Directors;
 - (v) has custody of the corporate seal of the Club; and
 - (vi) has such other powers and performs such other duties as these Bylaws or the Directors may require.
- (d) The Treasurer
 - (i) prepares or supervises the preparation of and maintains all books of account, monthly reconciliations, financial statements and other financial records of

- the Club, including but not limited to records of
- (A) all money received and disbursed by the Club and the matter in respect of which each receipt and disbursement took place,
 - (B) every asset and liability of the Club, and
 - (C) every other transaction affecting the financial position of the Club;
- (ii) keeps such additional financial records as may be necessary to comply with the *Act*;
 - (iii) furnishes financial documents and information as required by the *Act* and the Directors; and
 - (iv) has such other powers and performs such other duties as these Bylaws or the Directors may require.

Part 6 Proceedings of Directors

46. (1) The Directors may meet together at the times and places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

(3) The President shall preside at all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President shall preside. If neither is present the Directors present may choose one of their number to preside at that meeting.

(4) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.

47. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

48. The person presiding at a meeting of the Directors may move or propose a resolution.

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

50. (1) Questions arising at a meeting of the Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the person presiding does not have a second or casting vote.

51. (1) The Directors may delegate any, but not all, of their powers to committees consisting of at least one Director and other persons as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any requirements the Directors may impose on it, and a Director sitting on each committee shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

52. (1) Questions arising at a meeting of a committee shall be decided by a majority of votes.
- (2) In case of an equality of votes the person presiding does not have a second or casting vote.

Part 7 Seal and Execution of Documents

53. The Directors may provide a corporate seal for the Club and may destroy a seal and substitute a new seal in its place.

54. All documents, including but not limited to signing of cheques, in connection with the affairs of the Club shall be signed by such persons in such manner as the Directors from time to time may prescribe. The corporate 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 resolution. If no persons are prescribed, documents shall be signed by and the seal affixed in the presence of the President and either the Secretary or the Treasurer.

Part 8 Borrowing

55. For the purposes of the Club, the Directors may, on behalf of and in the name of the Club, raise, borrow or secure the payment or repayment of money in such manner and upon such terms and conditions as they think fit, and, in particular but without limiting the foregoing, by the execution and delivery of a mortgage or mortgages, a security agreement or the issue of debentures.

56. The Club shall not issue a debenture without the sanction of a special resolution.

Part 9 Auditor

57. This Part applies only if the Club is required or has resolved to have an auditor.

58. The Directors shall fill all vacancies occurring in the office of auditor.

59. At each annual general meeting the Club shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.

60. The Club may remove an auditor by ordinary resolution.

61. The Club shall promptly inform an auditor in writing of appointment or removal.

62. No Director and no employee or servant of the Club shall be auditor.

63. The auditor is entitled to notice of and may attend general meetings.

Part 10 Miscellaneous

64. The fiscal year of the Club runs from October 1 of a year through September 30 of the next year, or such other period as the Directors may determine.
65. If authorized by ordinary resolution of the members, the Directors have the authority upon such terms and conditions as they may deem advisable, to affiliate the Club with any other society or club formed for the purposes of or similar to promoting and encouraging rowing, sculling, athletics, games, and amusements; and holding regattas and sports and in general promoting and encouraging the physical and social well-being of its members.
66. No notices or advertisements may be posted in facilities occupied by the Club unless first approved and countersigned by the Secretary.
67. The Club colors are green and white. The Club flag is a standard-shaped triangular burgee bearing a horizontal green "V" on a white background and the letters, V.C.R.C., on the hoist.
68. Any member in good standing may make a complaint. The member shall make the complaint in writing, sign it and deliver it to the Secretary, or, if the Secretary is unavailable, another Director. The Directors shall deal with the complaint at their next meeting after its delivery. No member shall call upon the Directors to take notice of an oral complaint.
69. Any member who negligently or wilfully damages equipment or facilities of the Club shall indemnify the Club for all costs of repairing or replacing such equipment or facilities unless the Directors decide otherwise.
70. These bylaws shall not be altered or added to except by special resolution.