

*Carol Prest*  
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**B.C. ATHLETICS  
(BRITISH COLUMBIA AMATEUR ATHLETICS ASSOCIATION)**

**CONSTITUTION**

**AFTER TRANSITION**

1. The name of the Society is, "British Columbia Amateur Athletics Association".
2. The objects of the Society are:
  - a) To promote, encourage, and develop the widest participation and the highest proficiency in Amateur Athletics, including Track & Field, Road Running, Marathon, Cross Country Running and Race Walking in British Columbia as well as regulate the sport of Amateur Athletics in British Columbia.
  - 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.
  - d) In conjunction with the International Amateur Athletic Federation and Athletics Canada, to lay down and enforce rules and regulations covering all aspects of Amateur Athletics.
  - e) To develop, select, support, and manage teams of British Columbia Amateur Athletics Association athletes to represent British Columbia effectively in National and International competitions.
  - f) To assist with the identification and development of Track and Field facilities and courses for Road Running, Marathon, Cross Country Running and Race Walking throughout the Province of British Columbia and in particular, to ensure that suitable facilities are available for the hosting of Provincial and National Championships and International Meets.

# BRITISH COLUMBIA AMATEUR ATHLETICS ASSOCIATION

## BY-LAWS

AFTER TRANSITION – March 16, 2017

Amended: September 7, 2019

### 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) **"Affiliated Club"** means any athletic club or organization within the Province of British Columbia recognized by the Society as having a membership consisting of at least five Registered Athletes;
- (c) **"Board"** means the board of Directors;
- (d) **"Directors"** mean the Directors of the Society for the time being;
- (e) **"Executive"** means the Executive Committee of the Board as further described in 5.3(g) below;
- (f) **"Registered Address"** of a member means his address as recorded in the Register of Members;
- (g) **"Registered Athlete"** means any person registered with the Society as eligible for competition as an amateur, or as a recreational member, in each case under the Rules of Athletics Canada; and
- (h) **"Society"** means the British Columbia Amateur Athletics Association.

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 Society 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) Register with an Affiliated Club, in accordance with the criteria established by such Affiliated Club, or
- (b) Apply directly to the Society for registration as a member,

and, in either case, becomes a member of the Society upon the Society's acceptance of the registration and recognition of the individual as a member.

- 2.3 The Society 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 Society 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 his current annual membership dues or any other subscription or debt due and owing by him to the Society 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 Society:
- (a) By notifying the Board in writing to that effect;
  - (b) On his 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 Society, which for clarity includes the willful breach of the Constitution, these Bylaws, or any rules or regulations maintained by the Society.
- 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 Society 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 Society;
  - (b) The BC Athletics Officials Committee will be entitled to designate one Society member a voting member; and
  - (c) Affiliated Clubs will be entitled to designate a certain number of Society members (with reference to the number of Society members registered with the corresponding Affiliated Club or, as the case may be, the particular category of Affiliated Club) as voting members such that each Affiliated Club will have the corresponding number of voting members set out in the table below:

5 members to 39 members	1 Voting Member
40 members to 79 members	2 Voting Members
80 members to 119 members	3 Voting Members

120 members to 159 members 4 Voting Members  
160 members and above 5 Voting Members  
Athletics Post-Secondary Affili: 1 Voting Member  
Athletics Organization Affiliate 1 Voting Member

- (d) The reference date used to determine and/or adjust the number of voting members to be designated by each Affiliated Club shall be August 31st each year.

### PART 3 - MEETING OF MEMBERS

- 3.1 General meetings of the Society 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.

### PART 4 - PROCEEDINGS AT 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 Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of Directors;
  - (e) appointment of an auditor, if any;
  - (f) 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 the greater of: (i) 20% of the voting members; and (ii) three (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 Chair or the Vice Chair 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 Chair, Vice Chair or any other Directors present within fifteen (15) minutes after the time appointed for holding the general meeting, or the Chair, Vice Chair 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 Society, but only voting members shall be entitled to vote on any question at a general meeting.
- (d) Prior to a general meeting, each Affiliated Club must notify the Board, in writing, of the names of the voting members designated in accordance with 2.12.
- (e) 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. No voting member shall act as a proxy for voting members designated as such by more than one Affiliated Club.

- (f) At all general meetings of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or by these Bylaws.
- (g) Voting may be by show of hands or secret ballot at the discretion of the Chair, except that the voting for Directors shall always be conducted by secret ballot.

## PART 5 -- DIRECTORS

### 5.1 Powers of the Directors

- (a) The business of the Society 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 Society 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 Society in general meeting, but subject, nevertheless to:
  - (i) all laws affecting the Society;
  - (ii) these Bylaws;
  - (iii) rules, not being inconsistent with these Bylaws, made from time to time by this Society 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 Society, 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 Society's programs.
- (c) No rule made by the Society 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 and Quorum There shall be up to fifteen (15) elected Directors and, from time to time, one (1) Past Chair, who shall also serve as a Director by virtue of being the Past Chair. 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 Society.
- (b) All Directors, other than the Past Chair, shall be separately elected for each office to be filled, including:
  - (i) Chair;
  - (ii) Vice-Chair;
  - (iii) Director Finance;
  - (iv) Director Marketing & Communications;
  - (v) Director Administration & Planning;
  - (vi) Director Programs & Technical Development;

- (vii) Director Events & Promotions;
  - (viii) Five (5) Zone Representative Directors, as follows:
    - (A) One (1) Director representing Zones 1 & 2;
    - (B) Two (2) Directors representing Zones 3, 4 & 5;
    - (C) One (1) Director representing Zone 6;
    - (D) One (1) Director representing Zones 7 & 8; and
  - (ix) Three (3) Athlete Directors, elected pursuant to 5.3(e).
- (c) 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.
  - (d) Zone Representative Directors will be chosen by the caucus of all Affiliated Clubs from the Zone represented. Names will be submitted to the Society from the Zones up to and prior to the caucus meeting, which will be the last item of business at the end of the Saturday morning session.
  - (e) Athletes recognized by the Society as having been on a B.C. Senior or U20 (ages 18/19) Team within the past two years (the "**BC Senior or U20 Team Athletes**") shall put forth three Athlete Directors, a minimum of one of each gender, a minimum of one para-athlete and one able-bodied athlete who are a member of and nominated by the group of athletes who are 18 years of age or older and who have been nominated (or selected by BC Athletics to a Provincial Team in any discipline in the previous two years (calculated from the date of the beginning of the new membership year – Jan 1<sup>st</sup>). The Society will coordinate such nomination process in its discretion such that the Society will be notified of the names of the three nominees by the time of the Zone caucuses held in conjunction with the AGM. If the BC Senior or U20 Team Athletes fail to put forth three (3) nominees or if any of the nominees are unwilling to be elected as an Athlete Director at the time of the Zone caucuses held in conjunction with the AGM, then the voting members present at the AGM shall select the remaining number of Athlete Directors for a one (1) year term from names submitted by voting members at the AGM.
  - (f) Where the office of the Vice Chair or a Zone Representative Director is vacant by the closing of nominations, the Elections Chairperson shall be required to offer the position(s) as Director at Large. This (these) position(s) shall be for a one (1) year term and elected from the nominations presented at the AGM.
  - (g) The Executive shall consist of the Chair, Vice Chair, Director Finance, Director Administration & Planning, Director Marketing & Communications, Director of Programs & Technical Development and Director of Events and Promotions of the Society.
  - (h) Directors shall retire from office at the AGM terminating their respective elected term, at which time the vacated position shall be refilled by election.

#### 5.4 Appointment of Directors

- (a) The Directors may at any time and from time to time appoint a member of the Society 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

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 Society.

### PART 6 - PROCEEDINGS OF DIRECTORS

#### 6.1 Meetings

- (a) The Board shall meet as they deem fit to manage the affairs of the Society but at least four (4) times a year.
- (b) In addition to the meetings described above at 6.1(a), the Executive shall meet a minimum of three (3) times a year.
- (c) 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.
- (d) 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 Executive.
- (e) The Chair shall be Chairperson of all meetings of the Directors and Executive; but if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the Vice Chair shall act as Chairperson, but if neither is present the Directors may choose one of their members to be Chairperson at that meeting.
- (f) 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.
- (g) 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, the Executive 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 co-ordinate 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 Society 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 OF DIRECTORS AND EXECUTIVE

### 7.1 Chair

- (a) The Chair shall supervise the other directors in the execution of their duties.

### 7.2 Vice Chair

- (a) The Vice Chair shall carry out the duties of the Chair during his absence.

### 7.3 Director Finance

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

### 7.4 Immediate Past Chair

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

### 7.5 Other Directors

- (a) 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.

## PART 8 - INSPECTION OF RECORDS

### 8.1 Inspection of Records

All books of the Society 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 Society shall terminate on a day in each year to be fixed by the Board and the Board 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, 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 The Auditor's Report shall be attached to the financial statement.
- 9.5 There shall be a schedule of the items grouped in the expense categories as presented in the Audited Financial Statement at the AGM.

## PART 10 - AUDIT

- 10.1 (a) The Board shall appoint an Auditor or Auditors after each AGM of the Society.
- (b) The Auditor(s) shall make such examination as will enable them to report to the members as required under (c) below.
- (c) 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 his opinion the financial statement referred to therein presents fairly the financial position of the Society 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.
- (d) The Auditor(s) of the Society has the right of access at all times to the books of account of the Society and to all records, documents, books, and vouchers of the Society, 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).
- (e) The Auditor(s) of the Society is entitled to attend any meetings of members of the Society 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 Society 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 Society shall be signed by such Directors or agents of the Society 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 Society and may destroy a Seal and substitute a new Seal in its place.
- 11.3 The Seal of the Society shall be under the control of the Chair and its use from time to time shall be determined by the Board, provided always that the Seal of the Society may be affixed to any instrument in the presence of any two (2) of the Chair, Vice Chair, and Director Finance of the Society.

## PART 12 - BYLAWS

- 12.1 On being admitted to membership, a member is entitled to and the Society shall provide, on request and without charge, a copy of the Constitution and Bylaws and Rules and Regulations of the Society currently in force.
- 12.2 The Society shall be carried on without the purpose of gain for its members and any profits or accretions to the Society shall be used in promoting its objectives. This provision was previously unalterable.
- 12.3 On the winding up and dissolution of B.C. Athletics, 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 Athletics Canada. Should Athletics Canada 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.