

## **Constitution of Vancouver Adaptive Snow Sports (the “Society”)**

1. The name of the Society is “Vancouver Adaptive Snow Sports”.
2. The purposes of the Society are:
  - a) To promote the interest, training, instruction, rehabilitation, development, and supply of equipment for persons with disabilities and all matters related to outdoor sports, including but not limited to training and exercise classes, competitions, conventions, demonstration, and other matters related to Alpine skiing, Nordic skiing, Snow Boarding, and other sports that may be applicable.
  - b) To hold property and develop sports facilities for persons with disabilities.
  - c) To charter, hire, design, purchase, build, lease or rent any vehicles, premises, accommodation, or structures pertaining to or of a beneficial nature to persons with disabilities.
  - d) To solicit, receive, and accept funds by gift, bequest or otherwise and apply these funds to the functioning of the society.
  - e) To work in conjunction with Provincial, National and International organizations having similar goals and purposes.
  - f) To do all such things as are necessary to the attainment of the above objectives.

# VANCOUVER ADAPTIVE SNOW SPORTS

## CONSTITUTION AND BYLAWS

# Bylaws of Vancouver Adaptive Snow Sports (the “Society”)

## PART 1 – DEFINITIONS AND INTERPRETATION

### Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

### Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### Restriction on operations

1.4 The operations of the Society are to be chiefly carried on in the City of Vancouver in the Province of British Columbia, and elsewhere. This provision was previously unalterable.

## PART 2 – MEMBERS

### Classes of membership

2.1 The following persons are members:

- a) **Student Members:** any person 16 or older accepted to participate in Society programs, upon written confirmation from the Society that the person has been accepted as a Member. Unless renewed, Student Membership will expire on December 31 of the next calendar year after acceptance as a Member<sup>1</sup>. A Student Member shall be entitled to one vote.
- b) **Volunteer Members:** any person 16 or older interested in teaching snow sports or assisting with the running of the Society, upon written confirmation from the Society that the person has been accepted as a Member. Unless renewed, Volunteer Membership

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<sup>1</sup> For all memberships stated to expire "on December 31 of the next calendar year after acceptance as a Member", this means that, for example, a person who becomes a member on September 1, 2017 will cease to be a member on December 31, 2018.

# VANCOUVER ADAPTIVE SNOW SPORTS

## CONSTITUTION AND BYLAWS

will expire on December 31 of the next calendar year after acceptance as a Member<sup>1</sup>. A Volunteer Member shall be entitled to one vote.

- c) **Director Members:** any person appointed as a director of the Society, for the duration of his or her term as a director. A Director Member shall be entitled to one vote.
- d) **Supporter Members:** any person interested in supporting the work of the Society, upon written confirmation from the Society that the person has been accepted as a Member. Unless renewed, Supporter Membership will expire on December 31 of the next calendar year after acceptance as a Member<sup>1</sup>. A Supporter Member shall be entitled to one vote.

### **Duties of members**

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.3 The amount of the annual membership dues, if any, must be determined by the Board. The Board may choose to waive dues for a member in exceptional circumstances.

### **Suspension and termination of membership**

- 2.4 A member may be suspended or expelled:

- (a) by special resolution of the members; or
- (b) by a resolution of the Board,

provided that the Society has sent to the member written notice of the proposed suspension or expulsion, including reasons, and has given the member a reasonable opportunity to make representations to the Society respecting the proposed suspension or expulsion.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 3.1 A general meeting may be called at any time by the directors or upon the written requisition of 10% or more of the members in accordance with the Societies Act, and shall be held at a location within BC specified by the directors.
- 3.2 An annual general meeting must be held by the Society in each calendar year and no later than 6 months after the end of a fiscal year.

### **Ordinary business at general meeting**

- 3.3 At a general meeting, the following business is ordinary business:
  - (a) adoption of rules of order;

# VANCOUVER ADAPTIVE SNOW SPORTS

## CONSTITUTION AND BYLAWS

- (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.

### **Notice**

- 3.4** Notice of a general meeting shall be given at least 14 days prior to the meeting date and shall specify the place, day and hour of the meeting, and the text of any special resolution to be submitted to the meeting.
- 3.5** The Society must include in the notice of a general meeting any matter proposed by 5% of the voting members in accordance with the Act, unless substantially the same matter was considered at a general meeting held in either of the two previous calendar years before the calendar year in which the annual general meeting is to be held.
- 3.6** A notice may be given to a member, either personally, by email or by mail to an address provided by that member.
- 3.7** 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 the meeting.
- 3.8** If the Society has more than 250 members, notice of a general meeting is deemed to have been given if:
  - (a) Notice of the date, time and location of the meeting has been sent to every member of the Society who has provided an email address to the Society, by email to that email address; and
  - (b) Notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all the members of the Society.

### **Chair of general meeting**

- 3.9** The following individual is entitled to preside as the chair of a general meeting:
  - (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

# VANCOUVER ADAPTIVE SNOW SPORTS

## CONSTITUTION AND BYLAWS

- (i) the president,
- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.10** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.11** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.12** The quorum for the transaction of business at a general meeting is 10 voting members.

### **Lack of quorum at commencement of meeting**

**3.13** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) 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.

### **If quorum ceases to be present**

**3.14** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.15** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

#### **Notice of continuation of adjourned general meeting**

**3.16** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

#### **Order of business at general meeting**

**3.17** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

#### **Methods of voting**

**3.18** A resolution proposed at a general meeting can proceed only with a seconder. The chair of a meeting may move or propose a resolution.

**3.19** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

**3.20** If the directors provide a mechanism for absentee voting, a Member may vote in writing or electronically in advance of the meeting on published proposed resolutions and for the election of directors by indicating the vote to the Society, in a form prescribed by the Society, prior to the vote being taken.

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

#### **Announcement of result**

- 3.21** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **Proxy voting permitted**

- 3.22** Voting by signed proxy is permitted.

#### **Matters decided at general meeting by ordinary resolution**

- 3.23** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

#### **Participation in general meeting by telephone or other communication medium**

- 3.24** A member who is entitled to participate in a general meeting may do so by telephone or other communication medium that allows all persons participating to communicate with each other, as specified by the Society in the notice of the meeting.
- 3.25** A member who participates by telephone or other communications medium shall count in the quorum and shall have the same voting rights as he would have if participating in person.

## **PART 4 – DIRECTORS**

#### **Number of directors on Board**

- 4.1** The Society must have no fewer than 3 and no more than 15 directors.

#### **Election of directors**

- 4.2** At the conclusion of each annual general meeting, the number nearest to one third of the directors shall retire, and the members shall vote to elect replacement directors. The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

#### **Directors may fill casual vacancy on Board**

- 4.3** The Board may, at any time, appoint a director to fill a vacancy that arises on the Board because of the resignation, death or incapacity of a director during the director's term of office.

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

#### **Term of appointment of director filling casual vacancy**

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

#### **Removal of a director**

- 4.5** A director may be removed by:

- (a)** special resolution at a meeting of the members; or
- (b)** resolution at a meeting of the directors, if the director has acted in a way that conflicts with the aims and objectives of the Society or that the directors otherwise believe is likely to be damaging to the Society,

provided the director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such meeting.

#### **Reappointment**

- 4.6** A director may be re-elected or re-appointed for any number of terms.

### **PART 5 – DIRECTORS’ MEETINGS**

#### **Calling directors’ meeting**

- 5.1** A directors’ meeting may be called by the president or by any 2 other directors.

#### **Notice of directors’ meeting**

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

#### **Proceedings valid despite omission to give notice**

- 5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

#### **Conduct of directors’ meetings**

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

#### **Quorum of directors**

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

# VANCOUVER ADAPTIVE SNOW SPORTS

## CONSTITUTION AND BYLAWS

### **Consent resolutions of the directors**

- 5.6** A resolution in writing or in electronic form, agreed by the majority of the directors, shall be as valid as if it had been passed at a meeting of the directors. Any such resolution may consist of several documents or electronic messages.

### **PART 6 – BOARD POSITIONS**

#### **Election or appointment to Board positions**

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
  - (b) vice-president;
  - (c) secretary;
  - (d) treasurer.

#### **Directors at large**

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

#### **Role of president**

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

#### **Role of vice-president**

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

#### **Role of secretary**

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
  - (b) taking minutes of general meetings and directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board;
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

#### **Absence of secretary from meeting**

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

#### **Role of treasurer**

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements;
  - (d) making the Society's filings respecting taxes.

### **PART 7 – REMUNERATION OF DIRECTORS AND CONFLICTS OF INTEREST**

#### **Remuneration of directors**

- 7.1** No director shall be remunerated for acting as a director but each director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 7.2** A director may provide goods or services to the Society under a contract of employment or a contract for services, provided that a majority of the directors do not receive remuneration from the Society under such contracts.

#### **Conflicts of interest**

- 7.3** A director who has a direct or indirect material interest, or who may be perceived as having such an interest, in a contract or transaction or a proposed contract or transaction with the Society shall:
- (a) disclose fully and promptly the nature and extent of such interest to the Board;
  - (b) leave the meeting when the contract or transaction is being discussed unless expressly invited to remain to provide information;
  - (c) not be counted in the quorum for that part of the meeting;
  - (d) withdraw during the vote and have no vote on the matter; and
  - (e) otherwise comply with the requirements of the Act regarding conflict of interest.

#### **Indemnity**

- 7.4** Subject to the Act, the Society may indemnify, or pay the expenses of, a director or senior manager in connection with a legal proceeding or investigative action provided

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

that the director or senior manager acted honestly and in good faith with a view to the best interests of the Society and had reasonable grounds for believing that his conduct was lawful.

#### **Indemnity insurance**

- 7.5** The directors shall have power to resolve to effect indemnity insurance notwithstanding their interest in such a policy.

### **PART 8 - SIGNING AUTHORITY**

#### **Signing authority**

- 8.1** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with the treasurer,
  - (b) if the president is unable to provide a signature, by the vice-president together with the treasurer,
  - (c) if the treasurer is unable to provide a signature, by the president and vice-president;
  - (d) if the president and treasurer are both unable to provide signatures, by any 2 other directors; and
  - (e) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### **PART 9 – ACCESS TO RECORDS**

- 9.1** The Society will keep the books and records required by applicable law including, but not limited to:
- (a) the Society's certificate of incorporation;
  - (b) each certified copy, furnished to the Society by the registrar, of the following records:
    - i. the constitution of the Society;
    - ii. the bylaws of the Society;
    - iii. the statement of directors and registered office of the Society;

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

- (c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
  - (d) a copy of each order made in respect of the society by
    - i. any court or tribunal, in Canada or elsewhere, or
    - ii. a federal, provincial or municipal government body, agency or official, including the registrar;
  - (e) a register of directors, including contact information provided by each director;
  - (f) each written consent to act as director and each written resignation of a director;
  - (g) a copy of each evidencing a disclosure of an interest by a director or senior manager;
  - (h) a register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
  - (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
  - (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
  - (k) the financial statements of the society required under the Act and the auditor's report, if any, on those financial statements.
  - (l) the minutes of each meeting of directors, including
    - i. a list of the directors at the meeting, and
    - ii. the text of each resolution passed at the meeting;
  - (m) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
  - (n) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.
- 9.2** A director may, without charge, inspect any record listed in 9.1.
- 9.3** A member may, without charge, inspect:

## VANCOUVER ADAPTIVE SNOW SPORTS

### CONSTITUTION AND BYLAWS

- (a) any record described in 9.1(a) to 9.1(k), though the directors may restrict access to the record described in 9.1(h) if the directors believe the inspection would be harmful to the Society or to the interests of one or more of its members; and
- (b) the portion of any record described in 9.1(l) or 9.1(m) that evidences a disclosure of an interest by a director or senior manager.

**9.3** A member may not inspect any other record described in 9.1.

### **PART 10 – DISSOLUTION**

**10.1** Upon the winding-up, liquidation, dissolution or bankruptcy of the Society, any assets remaining after the Society's debts and liabilities have been satisfied shall be given to a registered charitable organization chosen by members and having, where possible, similar purposes.