

CONSTITUTION

1. The name of the Society is Cariboo Ski-Touring Club, hereinafter called the Club.
2. The purposes of the society are:
 - A. To represent and act in the interest of people who cross country ski, ski tour, and snowshoe in the Quesnel area.
 - B. To seek assistance from government bodies and private organizations in any way to improve cross country skiing in the Quesnel area.
 - C. To assist those who wish to learn or improve their cross country skiing and ski-touring skills.
 - D. To build and improve the ski trails and shelters which may be used by club members.

BYLAWS

PART 1- Interpretation

1. In these bylaws, unless the context otherwise requires, 'directors' means the directors of the society for the time being.
2. 'Society Act' means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
3. 'Registered address' of a member means his postal address as recorded in the register of members.

4. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
5. 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

6. The members of the society are the applicants of incorporation of the society, and those persons who subsequently have become members in accordance with these bylaws and have not ceased to be members.
7. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
8. Every member should uphold the constitution and comply with these bylaws.
9. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society or an extraordinary general meeting.
10. A person shall cease to be a member of the society;
 - A. by sending his notice of resignation to the society by email or mail to the address of the society or by notifying the director in charge of membership by email or mail.
 - B. on his death or in the case of a corporation on dissolution.
 - C. on being expelled
 - D. on having been a member not in good standing for 12 consecutive months.

11. A member may be expelled by a special resolution of the members passed at a general meeting.
12. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing to the society.
13. The director in charge of membership shall keep the register of members in accordance to the requirements of the societies act.

PART 3- General Meetings of Members

14. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
16. The directors may, when they think fit convene an extraordinary general meeting.
 - A. Notice of a general meeting shall specify the place, day and hour of meeting and the general nature of that business.
 - B. The accidental omission to give notice of a meeting to or the non-receipt by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - C. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the preceding general meeting.

PART 4 – Proceedings at General Meetings

17. A general meeting may be held at the time and place the Board determines.
18. 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. Election or appointments of directors.
 - D. Appointment of and Auditor if required.
 - E. Business arising out of a report of the director's, not requiring passing of a special resolution.
19. Notice of special business. 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 judgement concerning that business.
20. Quorum requirements:
 - A. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at an annual general meeting 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.
 - C. A quorum is 5 members present or a greater number that the members may determine at the meeting.

21. The president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
22. If at a general meeting there is no president, vice president or other director present or willing to act as chairperson the members present shall choose one of their number to be chairperson.
23. A general meeting may be adjourned from time to time 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. When a meeting is adjourned for 10 days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
24. Except as provided in this bylaw it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
25. Resolutions:
 - A. No resolutions proposed at a meeting need be seconded and the chairman of a meeting may move, or propose a resolution.
 - B. In case of an equality of votes the chairman 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.
26. Decisions rendered by vote:
 - A. A member in good standing present at a meeting of members is entitled to one vote.
 - B. Voting is by a show of hands.
 - C. Voting by proxy is not permitted.

PART - 5. Directors and Officers

27. The directors may exercise all the powers and do all the acts and things that 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:
- A. all laws affecting the Society;
 - B. these Bylaws; and
 - C. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
 - D. 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.
 - E. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
28. Directors – Composition and Numbers
- A. The president, vice-president, secretary and treasurer and one or more other persons shall be the directors of the Society.
 - B. The number of directors shall be 5, or a greater number determined from time to time at a general meeting.
29. Term and Change of Directors
- A. The directors shall retire from office at each annual general meeting, when their successors shall be elected.
 - B. An election may be by acclamation; otherwise it shall be by ballot.

- C. If no successor is elected, the person previously elected or appointed may continue to hold office.
- D. The directors may, at any time, and from time to time, appoint a member to fill a vacancy in the directors.
- E. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- F. The members may, by special resolution, remove a director before the expiration of the term of office, and may elect a successor to complete the term of office.
- G. No director shall be remunerated for being or acting as a director. A director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

30. Disclosure of Interests.

A director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society, must disclose fully and promptly the nature and extent of the interest to each of the other directors.

PART 6 – Proceedings of Directors.

31. The directors may meet together, adjourn and otherwise regulate their meetings as they see fit.

32. The directors may use other methods to conduct business. Notice of meetings and voting may be done through telephone-conferencing, email and other electronic means.

33. A quorum for Executive meetings shall be 5 directors, one who must be the president of vice-president.
34. The president shall be the chairperson of all meetings of the directors. If at a meeting, the president is not present within 30 minutes after the time appointed for holding a meeting, the vice-president shall act as chairperson. If neither is present, prior approval from the president may allow the directors to choose one of their number to be chairperson at that meeting.
35. A director and the secretary may, at any time, at the request of a director, convene a meeting of the directors.
36. The directors may delegate any, but not all, of their powers to committees consisting of a director, or directors, as they think fit.
37. A committee so formed shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers, to the next meeting of the directors.
38. The members of a committee may meet and adjourn as they think proper.
39. A director who may be absent temporarily may send or deliver to the address of the society a waiver of notice, which may be by letter or electronic mail, of any meeting of the directors. Any and all meetings of the directors of the society shall, if a quorum of the directors is present, be valid and effective.
40. Questions arising at a meeting of the directors and committee of directors, shall be decided by a majority of votes.
41. In case of an equality of votes the chairperson does not have a second or casting vote.

42. No resolution proposed at a meeting of directors or committee of directors need be seconded. The chairperson of a meeting may move or propose a solution.
43. A resolution in writing, submitted electronically or hard copy, and agreed to by the majority of directors, and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

44. The president shall preside at all meetings of the Society and of the Directors. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
45. The vice-president shall carry out the duties of the president during the president's absence.
46. The secretary shall:
- A. Conduct the correspondence of the Society;
 - B. Issue notices of meetings of the Society and the Directors;
 - C. Keep minutes of all meetings of the Society and Directors;
 - D. Together with the Treasurer and the Manager, maintain current electronic and, when necessary, paper copies of records and documents of the Society.
47. The membership director shall maintain the register of members.
48. 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 with respect to taxes.

49. The offices of the secretary and treasurer may be held by one person who shall be known as the secretary treasurer. When a secretary treasurer holds office the total number of directors shall not be less than 5, or the greater number that may have been determined pursuant to Bylaw 25(2).
50. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary for that meeting.

Banking Arrangements

51. The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a director or directors of the Society and/or other persons, as the board of directors may by resolution from time to time designate, direct or authorize.
52. All cheques and financial instruments in writing requiring execution by the Corporation, must be signed by any two (2) of its signatories who have signing authority for the Society and are signatories of the bank account. Practice is that the President and the Treasurer position are designated as the primary signatories of cheques. If either the president or the treasurer is unavailable, then the vice-president or secretary will be the alternate signatories.

Part 8 – the Seal

53. The directors may provide a common seal for the Society. The directors may destroy a seal and substitute a new seal as a replacement.
54. The common seal shall be affixed only when authorized by a resolution of the directors, and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed, then the seal shall be affixed in the presence of the president and secretary or president and secretary-treasurer.

Part 9 – Borrowing

55. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.
56. No debenture shall be issued without the sanction of a special resolution.
57. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

58. This part applies only where the Society is required or has resolved to have an auditor.

59. The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
60. At each annual general meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
61. An auditor may be removed by ordinary resolution.
62. An auditor shall be promptly informed in writing of appointment or removal.
63. No director and no employee of the Society shall be auditor.
64. The auditor may attend general meetings.

Part 11 – Notices to Members

65. A notice may be given to a member, either personally, by mail or by electronic mail at their registered address or email account.
66. A notice to members will be sent by electronic mail or regular mail and is deemed sent the day after it is posted.
67. Notice of a general meeting shall be given to:
- A. Every member shown on the register of members on the day notice is given; and
 - B. The auditor, if Part 10 applies.
 - C. No other person is entitled to receive a notice of general meeting.

Part 12 – Dissolution

68. Upon winding up or dissolution of the Society, and after payments of all debts and liabilities, the assets remaining shall be given or transferred to the Cariboo Regional District or transferred to another Society of similar purpose

Part 13 – Bylaws

69. On being admitted to membership each member will be made aware that the Constitution and Bylaws are available upon request and how to access them.

70. These bylaws shall not be altered or added to except by special resolution.