Steveston RC Sailing Club

Constitution

The name of the society is the Steveston RC Sailing Club.

The purpose of the society is to be a radio sailing club.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

Steveston RC Sailing Club

Bylaws

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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;

"Bylaws" means these Bylaws as altered from time to time;

“Club” means Steveston RC Sailing Club;

“Executive” and "Board of Directors" are the same body and are made up of the Officers, each of which is a director for the purposes of, and as used in the Act;

“Executive Resolution” means a resolution of the Executive and has the same meaning as the term “Director’s Resolution” used in the Act.

"**Ordinary Resolution**" means any of the following:

(a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;
(b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

"Special Resolution" means any of the following:

(a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
(b) a resolution consented to in writing by all the voting members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws where not replaced by definitions in section 1.1.

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 prevail. The fact that a Bylaw is invalid due to a conflict with the Act or a Regulation shall not cause any other Bylaws to be considered invalid.

Part 2 — Members

Application for membership

2.1 Any individual may apply to the Executive for membership in the Club, and the individual becomes a member upon the Executive's acceptance of the application and payment of the annual dues. The Executive may delegate the receiving and approval of membership applications to any of the Club’s Officers.

Member application contents

2.2 Application for membership shall be made by signing an application form approved by the Executive and delivering it to the Secretary or other Officer that has been delegated authority for membership approvals. The application will include:

(a) An email address that the prospective member agrees is acceptable for delivery of all Club notices;
(b) The prospective member's mailing address;
(c) The prospective member's telephone number, if they have one;
(d) Confirmation that the member has read the Bylaws and any Rules or Policies of the Club and agrees to be bound by them;
(e) Confirmation that the member has read the Safety Plan and agrees to abide by it;
(f) A waiver of rights to sue and release of liability in favour of the Club unless the Executive determines that this provision will not apply;
(g) Agreement that the member's name may be listed in any racing results published to the public;
(h) Such other terms as the Executive may require.

Contact Information

2.3 All members are responsible for updating their contact information with the Club by advising the Officer in charge of member records of any changes.

Duties of Members

2.4 Every member must uphold the constitution of the Club and must comply with these Bylaws and any Rules and Policies passed by the Executive.

Member Dues

2.5 The amount of the annual membership dues and other Club fees, if any, shall be determined by the Executive, from time to time.

Member not in good standing

2.6 Annual membership dues are due and payable between the first day of each fiscal year and the late due date determined by the Executive. A member is not in good standing if the member fails to pay the member's annual membership dues before the late due date. The member is not in good standing for so long as those dues remain unpaid.

Voting

2.7 All members are voting members and have one vote on any resolution of the members.

Member not in good standing may not vote

2.8 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if not in good standing

2.9 An individual's membership in the Club is terminated if the individual is not in good standing for 3 consecutive months.

Expulsion from membership by Executive

2.10 An individual may be expelled from the club by resolution of the Officers, passed by ¾ of the Officers present at a meeting of the Executive. The individual in question must be sent a written notice of the meeting where the proposed expulsion will be considered, including the reasons for the proposed expulsion. The individual must be given the opportunity to present their case to the Officers at the meeting.

Notice of meeting to consider expulsion

2.11 Notice of a meeting to consider the expulsion of a member shall be given by the Secretary or other Officer, to the Executive and to the member in question, a minimum of 14 days in advance of the meeting.

Part 3 — General Meetings of Members

Time and place of general meetings

3.1 General meetings will be held at the time and place the Executive determines, subject to section 3.2.

Month of Annual General Meeting

3.2 The Annual General Meeting ("AGM") shall be held during February on a day fixed by the Executive unless changed to a later date by the Executive, but no later than 6 months after the previous fiscal year end.

Notice of General Meetings

3.3 The Executive shall issue written notice of any general meeting a minimum of 14 days and a maximum of 31 days before the meeting.

Ordinary Business at General Meeting

3.4 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 Officers or auditor;
(d) election or appointment of Officers;
(e) appointment of an auditor, if any;
(f) business arising out of a report of the Executive not requiring the passing of a special resolution.

Notice of Special Business

3.5 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 except in the case of a member proposal to an AGM, under section 3.15, received by the Club after the date of sending the notice of meeting.

Special resolution notice

3.6 A notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

Chair of general meeting

3.7 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Executive to preside as the chair;
(b) if the Executive has not appointed an individual to preside as the chair or the individual appointed by the Executive is unable to preside as the chair,
    (i) the Commodore,
    (ii) the Vice Commodore, if the Commodore is unable to preside as the chair, or
    (iii) one of the other Officers present at the meeting, if both the Commodore and the Vice Commodore are unable to preside as the chair.

Alternate chair of general meeting

3.8 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

3.9 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

3.10 The quorum for the transaction of business at a general meeting is the lesser of 10 voting members or 20% of the voting members.

Lack of quorum

3.11 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

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business on the agenda of the meeting may continue as if the quorum were present.

Adjournment by Chair

3.13 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.

Notice of continuation of adjourned general meeting

3.14 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.

Member Proposals under the Act

3.15 Any group of members equalling or exceeding 5% of the voting members of the Club may submit to the Club a proposal to be considered at an AGM, if in accordance with the requirements of the Act.

Notice of a Proposal

3.16 A notice of an AGM must state the nature of any member proposal, to be considered at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning the proposal. The members submitting the proposal may require a statement in support of the proposal be included with the notice, as required in the Act.

Member Requisitions of General Meetings

3.17 Any group of members equalling 10% of the voting members of the Club may requisition the Executive to call a general meeting for the purposes stated in the requisition, if such requisition in accordance with the requirements of the Act.

Members Resolutions are Paramount

3.18 Where a member proposal under section 3.15 or a member requisition under section 3.17 includes a members' resolution, the passing of such resolution will render any past or future Executive resolutions on the same matter of no further force or effect notwithstanding section 4.2.

Order of business at general meeting

3.19 The order of business at a general meeting shall be 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 AGM,
    (i) receive the Executive's report on the financial statements of the Club for the previous financial year, and the auditor's report, if any, on those statements,
    (ii) receive any other reports of the Executive's activities and decisions since the previous AGM,
    (iii) elect Officers, 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

3.20 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, as directed by the chair, except that if, before or after such a vote, a voting member requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Proxy voting permitted

3.21 Voting by proxy is permitted where the secretary of the meeting is provided, before the commencement of the meeting, with a signed, written declaration from the voting member, who will not be present, appointing another voting member to cast the first member's vote by proxy in all votes taken at the meeting.

Electronic or other medium participation in a general meeting

3.22 A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Club is not obligated to facilitate such other communications mediums.

Scrutineers

3.23 The chair of a general meeting shall appoint two scrutineers to count the votes of a secret ballot and report the results to the chair.

Announcement of result

3.24 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.

Matters decided at a general meeting by ordinary resolution

3.25 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.

Election by acclamation

3.26 Where only one member has been nominated for election to a particular Office, as of the close of nominations, they shall be deemed elected by acclamation at the end of the general meeting where the vote was scheduled to take place.

Part 4 — The Executive

Members of Executive

4.1 The Executive shall consist of elected Officers, appointed Fleet Captains and other appointed Officers, all of whom are Officers.

Function of the Executive

4.2 Subject to the Act, the Regulations and the Bylaws, the Executive must manage, or supervise the management of, the activities and internal affairs of the Club.

Number of elected Officers on the Executive

4.3 The Executive shall include 5 elected Officers.

Change to Number of elected Officer on the Executive

4.4 The number of elected Officers may be changed by the Executive at any time, but any such change shall only become effective at the next following AGM unless the number of Officers has been increased and a General Meeting is called to elect the new Officers.

Appointment of Fleet Captains to Executive

4.5 The Executive may appoint a Fleet Captain for each fleet that satisfies the Executive that there are at least 5 members all owning and racing the same class of model sailboat and the owners of that class have selected a fleet captain.

Order of Fleet Captain appointment

4.6 Appointments of Fleet Captains shall be made in descending order according to the size of the respective fleets, but no more than the maximum number of appointments permitted under section 4.8.

Appointment of additional officers

4.7 The Executive may appoint other Officers subject to the maximum number of appointments permitted under section 4.8.

Maximum number of Officers

4.8 The number of Officers that may be appointed to the Executive under sections 4.6 and 4.7, in aggregate, cannot equal or exceed the number of elected Officers determined under sections 4.3 and 4.4.

Officers must be members

4.9 Each Officer must be a Member of the Club.

Election of Executive at AGM

4.10 At each AGM, the number of Officers determined under sections 4.3 and 4.4 will be elected by the members by simple majority.

Call for Executive nominations

4.11 A call for nominations will be sent to the members by the Executive on or before November 30th each year, indicating the number of Officers to be elected at the following AGM and the positions listed in section 5.1.

Delivery of nominations before AGM

4.12 Nominations may be emailed to the Secretary at any time before the AGM. Additional nominations may be made at the AGM by any member without a seconder.

Nominating committee

4.13 The Executive may appoint a nominating committee of members to make nominations during the period between the call for nominations and the AGM.

Executive vacancies

4.14 The Executive may, at any time, appoint a Member as an Officer to fill a vacancy that arises on the Executive as a result of failure to elect an Officer at an AGM, or the resignation, death or incapacity of an Officer during the Officer's term of office.

Appointed Officers may be considered elected

4.15 the Officer appointed under section 4.14 shall be counted as an elected officer for the purpose of determining the number of allowed appointed officers under section 4.8.

Part 5 — Officers

Officer positions elected at AGM

5.1 At each AGM, Officers must be elected to the following Executive positions:

(a) Commodore;
(b) Vice Commodore
(c) Secretary;
(d) Treasurer; and
(e) Communications Officer.

Role of Commodore

5.2 The Commodore, subject to the Executive's oversite, is the chair of the Executive and is responsible for supervising the other Officers in the execution of their duties.

Role of Vice Commodore

5.3 The Vice Commodore, subject to the Executive's oversite, is the vice-chair of the Executive and is responsible for carrying out the duties of the Commodore if the Commodore is unable to act.

Role of Secretary

5.4 The Secretary, subject to the Executive's oversite, and is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and Executive meetings;
(b) taking minutes of general meetings and Executive meetings;
(c) keeping the records of the Club in accordance with the Act;
(d) filing the annual report of the Club with the registrar and making any other filings with the registrar, required under the Act.

Role of Treasurer

5.5 The Treasurer, subject to the Executive's oversite, 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) making disbursements from the Club's funds where authorized;
(c) keeping accounting records in respect of the Club's financial transactions;
(d) preparing the Club's financial statements;
(e) making the Club's filings respecting taxes;
(f) managing the Club's insurance program;
(g) issuing annual dues notices;
(h) keeping a register of members in good standing and those not in good standing.

Role of Communications Officer

5.6 The Communications Officer, subject to the Executive's oversite, is responsible for the Club's website and online member forum and any Club signage.

Additional officer duties

5.7 All Officers may be assigned additional duties, by the Executive, to those listed in these bylaws and where no Officer is elected to any one of the positions listed in section 5.1, the Executive may assign the title and duties from the unelected position to any other Officer.

Minimum age of Officers

5.8 All Officers must be 18 years of age or older and not otherwise disqualified from being Officers by the Act.

Term of office

5.9 The term of office for each elected Officer is approximately one year, commencing at the end of the AGM where they are elected or acclaimed and terminating at the end of the next AGM following. Where any Officer commences office in the middle of the normal term for elected Officers, their office shall terminate at the end of the following AGM.

Removal of elected Officers by members

5.10 Elected Officers may only be removed from their position by a special resolution of the members.

Removal of appointed Officers by Executive

5.11 Appointed Officers may be removed from their position by the Executive.

No Officer remuneration

5.12 These Bylaws do not permit the Club to pay to an Officer remuneration for being an Officer, but the Club may, subject to the Act, pay remuneration to an Officer for services provided by the Officer to the Club in another capacity.

Part 6 — Executive Meetings

Calling Executive meetings

6.1 An Executive meeting may be called by the Commodore or by any 2 other Officers.

Notice of Executive meetings

6.2 At least 48 hours' notice, by email, of an Executive meeting must be given unless all the Officers agree to a shorter notice period.

Proceedings valid despite omission to give notice

6.3 The accidental omission to give notice of an Executive meeting to an Officer, or the non-receipt of a notice by an Officer, does not invalidate proceedings at the meeting.

Conduct of Executive meetings

6.4 The Officers may regulate their meetings and proceedings as they think fit.

Quorum of Officers

6.5 The quorum for the transaction of business at an Executive meeting is a majority of the Officers.

Executive conflicts of interest

6.6 All Executive who have a material personal interest in any matter before the Executive must disclose this interest to the Executive and the terms of the Act respecting Directors' conflicts of interest will be followed.

Executive resolutions without meeting

6.7 Executive Resolutions may be passed without a meeting where a majority of the Officers consent to the resolution in writing.

Appointment of meeting secretary

6.8 In the absence of the Secretary from an Executive meeting, the Executive must appoint another individual to act as Secretary at the meeting.

Part 7 —Signing Authority

Signing authority

7.1 A contract or other record to be signed by the Club must be signed on behalf of the Club

(a) by the Commodore, together with one other Officer,

(b) if the Commodore is unable to provide a signature, by the Secretary together with one other Officer,

(c) if the Commodore and Secretary are both unable to provide signatures, by any 2 other Officers, or

(d) in any case, by one or more individuals authorized by the Executive to sign the contract or record on behalf of the Club.

No seal

7.2 The Club does not have a Seal.

Part 8 — Financial

Fiscal year end of Club

8.1 The fiscal year end of the Club shall be December 31st unless altered by the Executive.

Part 9 — Alterations to Bylaws

Alteration of bylaws need special resolution

9.1 The Bylaws may only be altered by special resolution of the members at a general meeting. Such alteration is effective upon filing with the registrar whereby the registrar has accepted the alteration and included the contents in the register of societies.

Part 10 — Registered Office and Records

Registered and records office

10.1 The Executive will determine the location of the registered office of the Club. All records of the Club will be kept, or accessible by computer, at the registered office or another location determined by the executive.