

**CONSTITUTION AND BY-LAWS**  
**BRITISH COLUMBIA MOUNTAINEERING CLUB**  
(as of November 18, 2008)

**NAME AND LOCATION**

1. The Society is called "The British Columbia Mountaineering Club" (the "Club").

**PURPOSES**

2. The purposes of the Club are:
  - (a) The exploration of and recreation in the mountains, valleys and ice fields of British Columbia and the study of their natural features.
  - (b) The preservation of the mountains, valleys and ice fields of British Columbia through protective legislation.
  - (c) The promotion of such scientific, artistic and recreative pursuits as will secure these objects.

**LOCALITY OF OPERATIONS**

3. The operations of the Club are to be chiefly carried on in the Province of British Columbia and its headquarters will be in the City of Vancouver. This provision is alterable.

## **BY-LAWS**

### **ACTIVITIES**

1. The activities of the Club include:
  - (a) The holding of periodical meetings for the discussion of topics of interest to the Club, and especially for the dissemination of information by lectures and the exhibition of photographs and mountaineering literature.
  - (b) The formation of a reference library of maps, photographs and mountaineering literature.
  - (c) The publication of information regarding the natural features of British Columbia and activities of the Club and its members.

### **MEMBERSHIP**

2. There will be six categories of membership: Honorary, Senior, Life, Active, Youth and Associate.
  - (a) Honorary Members: Those who have distinguished themselves in scientific research, exploration, mountaineering, or service to the Club may be elected to Honorary Membership. An Honorary Member has full voting rights and Club privileges. Honorary Membership dues will be funded from the General Fund.
  - (b) Senior Members: Those who have been Active Members of the Club for a period of 25 consecutive fiscal years, have reached the age of 65 years and applied for Senior Membership. Senior Membership dues for those who were Senior Members on or before July 1, 1994 will be funded from the General Fund. Those becoming Senior Members after July 1, 1994, will pay membership dues of one half of the dues of an Active Member. All Senior Members will retain full voting rights and Club privileges.
  - (c) Life Members: Those who are Active Members of the Club, in good standing, and pay the amount prescribed in Section 4 in lieu of further dues. Life Members will retain full voting rights and Club privileges.
  - (d) Active Members: Those who are 19 years of age or older and have completed two scheduled Club trips, one of which must be in the Province of British Columbia, or any Club camp; or, those who are 19 years of age or older and have been members of the Club in good standing for two consecutive fiscal years and have renewed their membership for a third consecutive fiscal year. An Active Member in good standing has full voting rights and Club privileges.
  - (e) Youth Members: Those who have not yet reached their 19th birthday and have completed two scheduled Club trips, one of which must be in the Province of British Columbia, or any Club camp. Youth members have no voting rights at

any general meeting of the Club. Upon the expiry of the fiscal year in which the Youth Member attains 19 years of age, the member will cease to be a Youth Member and will become an Active Member.

(f) Associate Members: Those who wish to become members of the Club but are not qualified to become either Active or Youth Members. An Associate Member in good standing has Club privileges but no voting rights at general meetings of the Club. An incorporated body wishing to become a member must become an Associate Member.

3. Membership in the Club will immediately cease on:

- (a) the date which is the later of the date on which a resignation in writing is delivered to the Secretary of the Club or mailed to the address of the Club and the effective date stated in the resignation;
- (b) death;
- (c) dissolution or winding up of an incorporated body;
- (d) the date on which a member is expelled; or,
- (e) having been a member not in good standing for a period of time as prescribed by the Executive Committee.

4. A member becomes a member not in good standing on being suspended or expelled or failing to pay prescribed membership dues or any other subscription or debt due and owing by the member to the Club and such member is not in good standing as long as the prescribed dues, subscription or debt remains unpaid.

### **ELECTION OF MEMBERS**

- 5. (a) Every application for membership must be in writing and submitted to the Executive Committee and must be accompanied by the prescribed dues.
- (b) An application for Active or Youth Membership must be endorsed by two Active Members of the Club, who participated in at least one of the two scheduled club trips or in the Club camp. Endorsement of an application for Active Membership however is not required for someone who has been a member in good standing of the Club for two consecutive fiscal years and whose membership for a third consecutive fiscal year has been renewed. The applicant must be elected by a two-thirds majority of those present at a meeting of the Executive Committee or by a two-thirds majority of the voting members present at a duly constituted general meeting of the Club.
- (c) Applications for Associate Membership will not require the endorsement of Active Members and do not have to be approved by the Executive Committee or by a general meeting. An Associate Member will pay the same dues as an Active or Youth Member, depending on the member's age.
- (d) Any member may propose an individual for Honorary Membership. Such proposal will be made to the Executive Committee in writing, along with the reasons for the proposal. An Honorary Member must be elected by a simple

majority vote of the Executive Committee. An individual proposed for Honorary Membership need not be, nor have been, a Club member.

### **FISCAL YEAR, ENTRANCE FEES AND DUES**

6. (a) The Fiscal year will end on September 30th and the annual dues will be payable on the first of October of each year. Annual dues for new members will be pro-rated on a quarterly basis, for the first three quarters of the fiscal year, but may not be less than 50% of the full annual dues for the last quarter.
- (b) The entrance fees and dues are as prescribed in Section 6(c). Succeeding annual dues will be payable in advance.
- (c) Dues for all categories of members are such as from time to time will be fixed by three-quarters vote of the Executive Committee, which vote becomes effective only when confirmed by a three-quarters vote of the voting members present at an annual or general meeting.
- (d) Members whose dues are in arrears as of the 15th of December following the fiscal year-end will have their names removed from the membership list.

### **EXECUTIVE COMMITTEE**

7. (a) The affairs of the Club will be managed by an Executive Committee consisting of the Immediate Past-President, President, Vice-President, Secretary, Treasurer, Editor, and the Chairs of the following Committees: Climbing, Membership, Social, Recreation and Conservation, Website, Camps, and Cabins and Trails, and at the discretion of the Executive Committee, the Chairs of such other committees as it may from time to time establish.
- (b) The Executive Committee, with the exception of the Immediate Past-President, will be elected from the voting membership by ballot at the annual general meeting and will hold office until the next annual general meeting or until their successors have been elected or appointed as provided by the By-laws.
- (c) The Executive Committee and any nominating committee will give consideration to the desirability of having some of the Executive Committee members continue for a further year, in order that the Club benefits from their experience and that some continuity be obtained.
- (d) Any vacancies that occur must be filled at a meeting of the Executive Committee. No member of the Executive Committee must be absent from three consecutive Executive Committee meetings without giving satisfactory reason for the member's absence. When no such explanation is given the member will be considered to have resigned, ipso facto, and the vacancy caused thereby must be filled and the new member will act until the next annual election of officers.

- (e) Members may, by special resolution, remove a director before the expiration of such director's term of office and may elect or appoint, by ordinary resolution, from the voting membership a replacement director to complete the term of office.
- (f) A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Club.
- (g) A quorum at a meeting of the Executive Committee will be 5 members of the Executive Committee present at all times.

### **SUB-COMMITTEES**

- 8. The Executive Committee has the power to appoint Sub-Committees from among the members of the Club to take charge of special departments of work. Each Sub-Committee must appoint its own chair and secretary. Sub-Committees have the power to make rules for their own guidance consistent with the Constitution and By-laws.

### **DUTIES OF OFFICERS**

- 9. (a) **President**  
The Chair will be taken at each meeting of the Club, or of the Executive Committee, by the President or in the President's absence, by the Vice-President; or failing these, by some voting member nominated for the purpose by those voting members who are present at the opening of the meeting. The President must authenticate by signature, when necessary, all the acts, orders and proceedings of the Club.
- (b) **Vice-President**  
The Vice-President will perform all the duties pertaining to the office of President in the case of the President's absence.
- (c) **Secretary**  
The Secretary will record the Minutes of all meetings of the Club and of the Executive Committee. The Secretary will have custody of the Minute Books and Records of the Club with the exception of those relating to the accounts.
- (d) **Treasurer**  
The Treasurer will collect and take care of all subscriptions and other monies of the Club, keep the necessary records and accounts, and together with the Membership Committee will keep a record of all members, including the addresses of all members and a record of the dates to which their dues are paid. The Treasurer will have custody of all books and records relating to the accounts. The Treasurer must present financial statements prepared in accordance with the Regulations to the *Society Act* at each annual general meeting. The Treasurer must pay out monies of the Club only when authorized to do so by the Executive Committee.

**(e) Editor**

The Editor will supervise the editing, printing and distributing of the regular Club publications and of such other literary work as may be delegated to the Editor by the Executive Committee. The Editor will chair the Editorial Committee, which will be appointed by the Executive Committee and which will take charge of the Library, Club Archives and all scientific, artistic or literary matters relating to the Club.

**AUDITOR**

10. An Auditor may be elected by ordinary resolution at the annual general meeting of the Club. If an auditor is elected and in case a vacancy occurs in the office of the Auditor, it must be filled at a meeting of the Executive Committee. If an auditor is elected, it will be the duty of the auditor to audit the Club books for the next annual general meeting and certify the annual financial statement.

**MEETINGS**

11. (a) The annual general meeting of the Club must be held within eight weeks immediately following the end of the Club's Fiscal Year.
- (b) The Executive Committee may call a general meeting of the Club at will, and the President must call a general meeting of the Club within 21 days of receipt of a petition, which specifies the purpose of the meeting and which is signed by the lesser of 12 voting members in good standing or 10% of voting members in good standing. Such petition must be forwarded by registered mail to the address of the President.
- (c) 14 days' notice must be given of annual and general meetings.
12. (a) Each member, who is in good standing, has voting rights and is present at an annual general meeting or general meeting, is entitled to one vote.
- (b) Voting is by show of hands, unless a majority of the voting members present at the meeting request a secret vote by written ballot.
- (c) Voting by proxy is not permitted.
13. A quorum at the annual and all other general meetings of the Club will be 25 voting members, who are in good standing and present at all times of the meeting.

**NOTICES**

14. A notice may be given personally or by post, and the time for giving the notice will commence to run on the day that it is delivered or posted. The number of days' notice to be given must be reckoned exclusively of the first day and inclusively of the last day. As regards receipt of notices, members will be responsible for notifying the Membership Committee of any change in their addresses.

## **RULES OF ORDER**

15. The business of the Club will be transacted according to the Robert's Rules of Order.

### **SUSPENSION AND EXPULSION**

16. (a) Any member who violates the By-laws of the Club or whose continued membership injures the interest of the Club may be suspended or expelled by a special resolution of the members passed at a general meeting.
- (b) A brief statement of the reason or reasons for the proposed suspension or expulsion will be set out in the notice of the special resolution.
- (c) The member who is the subject of the proposed special resolution for suspension or expulsion will be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **SEAL**

17. The seal of the Club will be kept in the custody of the Secretary and must not be affixed to any instruments except by authority of a resolution of the Executive Committee of the Club and in the presence of such officers of the Club as may be prescribed by such resolution, or if no officers are prescribed by the resolution, in the presence of the President or Vice-President, and the Secretary or Treasurer, and such officers must sign every instrument to which the seal of the Club is so affixed in their presence.

### **BORROWING**

18. Borrowing powers may be exercised by the direction of a special resolution of the Club, but not otherwise.

### **AMENDMENTS**

19. The By-laws may be altered or added to by a special resolution of the Club, but not otherwise.

### **INTERPRETATION**

20. Special resolution means a resolution passed by a majority of not less than three quarters of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### **MEMBERSHIP IN OTHER SOCIETIES**

21. The Club may subscribe to, become a member of, and cooperate with any other society or association, whether incorporated or not, whose objects are in whole or part similar to its own objects.

### **INSPECTION OF BOOKS**

22. Should a voting member apply in writing to one of the officers having the custody of the books and records of the Club requesting leave to inspect them, such officer will appoint a time and place for their inspection.

### **GENERAL FUND**

23. The full annual dues and sundry income will constitute the General Fund from which disbursements for the general operation of the Club must be authorized by the Executive Committee.

### **LITERARY AND RESERVE FUND**

24. (a) All net income from the sale of books, pamphlets and other such materials, and such further sums as may be directed by the Executive Committee will constitute the Literary and Reserve Fund.
- (b) Except as set out in sub-clauses 24(c) and 24(d), the Literary and Reserve Fund must be used for:
- (i) the erection of buildings, or the repair and permanent improvement of trails and buildings; or
  - (ii) the publishing, printing and distribution of books, pamphlets and other such material suitable for promoting the objects of the Club.
- (c) The remainder of the funds in the Literary and Reserve Fund will be placed in an interest-bearing account and/or in securities authorized for the investment of trust funds. All interest accruing from this Fund may accrue to the General Fund where it may be used at the discretion of the Executive Committee.
- (d) Except as set out in sub-clause 24(c), no monies must be disbursed or committed from the Literary and Reserve Fund except by special resolution setting forth the amount to be spent and the detailed purpose for the expenditure.

### **LIFE MEMBERSHIP FUND**

25. (a) All Life Members' subscriptions must be kept in a separate account to be called the Life Membership Fund and may be invested by the Executive Committee in securities authorized for the investment of trust funds.
- (b) All interest from this fund must be credited to the General Fund.
- (c) No monies must be distributed from the principal of the Life Membership Fund except by special resolution.

**SALE OR LEASE OF REAL ESTATE**

26. No real estate belonging to the Club must be sold, nor must it be leased for a longer period than three years, unless in each case by authority of a special resolution of the Club, which must be confirmed by a further special resolution of the Club, passed at a meeting held not less than two weeks nor more than five weeks after the passing of the first resolution.

**SIGNING OFFICERS**

27. Signing Officers of the Club must be any two of the following officers: President, Vice-President, Treasurer and one other Executive Committee member.