

BRITISH COLUMBIA MOUNTAINEERING CLUB

S-00330

CONSTITUTION

1. The name of the Club is British Columbia Mountaineering Club.
2. The purposes of the Club are to:
 - a) Explore and recreate in the mountains, glaciers, cliffs, and valleys of British Columbia,
 - b) Provide trips, courses, programs, expeditions, meetings, lectures, publications and other services to members and the public,
 - c) Protect the mountains, glaciers, cliffs, and valleys of British Columbia, and promote responsible, sustainable public access to and use of them,
 - d) Introduce the public to the love of mountains, and appreciation of their beauty,
 - e) Support scientific, literary and artistic endeavours and publications consistent with the foregoing,
 - f) Promote mountain safety, and
 - g) Do all such other things as are incidental or ancillary to the attainment of these purposes.

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.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and the bylaws:
 - a) "Act" means the Societies Act, and "Regulations" means any regulations enacted under the Act,
 - b) "AGM" means an annual general meeting,
 - c) "Board" or "Board of Directors" or "Executive" means the directors of the Club for the time being, acting as a body,
 - d) "Club" means British Columbia Mountaineering Club,
 - e) "director" means a director of the Club,
 - f) "general meeting" includes an AGM and a special general meeting,
 - g) "member" means a member of the Club,
 - h) "registered address" means a member's address as recorded in the register of members,
 - i) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
 - j) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,

- k) the singular includes the plural and vice versa, and
 - l) persons include corporations and associations.
- 1.2** 1) The definitions in the Act apply to the bylaws.
- 2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.
- 1.3** The Club must on request provide a member a copy of the current constitution and bylaws, without charge.
- 1.4** The constitution and bylaws can only be altered by special resolution.
- 1.5** The Club must not distribute any of its money or other property except as permitted by the Act.

Part 2 - Membership

- 2.1** The members of the Club are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2** 1) A member must support the purposes of the Club.
- 2) There are four categories of members: Adult, Youth, Honourary, and Life.
- 3) An Adult Member is a person who is 19 years of age or older.
- 4) A Youth Member is a person who is 18 or fewer years of age.
- 5) An Honourary Member is:
- a) a person who has made an extraordinary contribution to the Club, to mountaineering, or to the mountains of British Columbia, and
 - b) appointed for life, by a resolution of which not less than two-thirds of the directors then in office are in favour.
- An Honourary Member pays no further membership dues after being appointed as such.
- 6) A Life Member is an Adult Member who:
- a) pays an amount set by resolution of the Board, and
 - b) pays no further membership dues.
- 2.3** An application for membership must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, address, e-mail address, and telephone number of the applicant,
 - c) indicate the category to which the applicant wishes to belong,
 - d) provide such other information as the Board may require, and
 - e) include annual membership dues, if required.
- 2.4** 1) A person may apply to become a member, and becomes a member on:
- a) complying with bylaws 2.2 and 2.3, and
 - b) acceptance by the Board.

- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 3) The amount of annual membership dues for Adult and Youth Members, and the amount that must be paid by Life Members, must be set by resolution of the Board. The Board may by resolution reduce the amount or waive the payment of annual membership dues by a member or a group of members where it would be just and equitable to do so.
- 4) The amount of annual membership dues for:
 - a) an Adult Member who is 65 years of age or older and has been a member of the Club for 25 consecutive years, or
 - b) a member who is or was the spouse of an Honourary Member,may be fixed at a lesser amount than would otherwise be payable by such members.
- 5) Subject to a resolution of the Board, a membership may be renewed at a general meeting.

2.5 1) Membership is not transferable.

- 2) Membership must be renewed annually, by or before a date set by the Board.
- 3) The Club must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.
- 4) A member who is renewing must comply with bylaws 2.2 and 2.3.
- 5) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.

2.6 Every member and director must comply with:

- a) the Act,
- b) the constitution and bylaws,
- c) all policies, procedures, rules, regulations and resolutions enacted by the Board, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.7 A member ceases to be a member on:

- a) delivering a written resignation to the Club,
- b) death,
- c) having been a member not in good standing for 60 days, or
- d) being expelled.

2.8 A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Club, or
- b) membership dues by or before the date set for their payment.

- 2.9** 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
- 2) An AGM must be held at least once in every calendar year.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may when it thinks fit convene a special general meeting.
- 2) The members may requisition a general meeting under the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) 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, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Club's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Club of any change in the member's name, address, e-mail address, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1**
- 1) The business at an AGM is to:
 - a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect directors,
 - j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
 - k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - l) any members' proposals under section 81 of the Act, and
 - m) adjourn.
 - 2) The financial statements presented to an AGM must comply with the Act.
 - 3) The business at a special general meeting is limited to:
 - a) adopting rules of order,
 - b) that set out in a requisition under bylaw 3.2, if applicable, and
 - c) that determined by the Board under bylaw 3.2.
- 5.2**
- 1) Quorum at a general meeting is 25 members who have the right to vote present at all times.
 - 2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.
 - 3) 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.
 - 4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of 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 take any action to facilitate the use any communications medium at a general meeting.

- 5.3** 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 a requisition of members, the meeting is terminated, and
 - b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.
- 5.4**
- 1) A general meeting can only be adjourned by ordinary resolution.
 - 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.
 - 4) 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.
- 5.5**
- 1) The President must chair each general meeting.
 - 2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.
 - 3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.
- 5.6**
- 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
 - 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7**
- 1) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must under the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
 - 3) Voting must be by show of hands, except when a secret ballot is required by:
 - a) the bylaws or Act,
 - b) ruling of the chair, or
 - c) ordinary resolution, voting on which must be by show of hands.
 - 4) The following members have the right to vote:
 - a) An Adult Member who has been a member for not less than one year,
 - b) A Life Member, and
 - c) An Honourary Member.

- 5) A member must be in good standing to have the right to vote.
- 6) Proxy voting is prohibited.
- 7) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

5.8 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Club.

6.2 1) A director must, when exercising the powers and performing the functions of a director:

- a) act honestly and in good faith with a view to the best interests of the Club,
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- c) act in accordance with the Act and Regulations, and
- d) subject to paragraphs (a) to (c), act in accordance with the bylaws.

2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Club.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

4) Nothing in a contract or the bylaws relieves a director from

- a) the duty to act in accordance with this Act and the Regulations, or
- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Club.

6.3 1) The Board is made up of the Past-President, President, Vice-President, Secretary, Treasurer, and not fewer than four and not more than twelve other directors, with the number of such directors and their titles (if any) set by ordinary resolution at the AGM.

2) A director has an ordinary term of one year, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the next following AGM.

3) The Past-President is that person who most recently was but who no longer is President, if that person is willing to serve as such. If that person is not so willing, the Board may appoint another person who was President to be Past-President.

4) A director, and a candidate for election as a director, must:

- a) be an Adult Member who has been an Adult Member for not less than one year or a Life or Honourary Member,
- b) be nominated by two members or by the Board, and consent to the nomination,
- c) consent to the nomination, in writing or in person, and
- d) be qualified to be a director under section 44 of the Act.

5) The directors must be elected at the AGM, and have a term of office beginning at the adjournment of that AGM, and ending at the adjournment of the next following AGM.

6) A separate election must be held for the offices of President, Vice-President, Secretary and Treasurer. The remaining directors may be elected as a body, and in such case each member eligible to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for any nominee.

7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.

8) A director may be re-elected.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be an Adult Member in good standing, or a Life or Honourary Member,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three meetings of the Board in one year without the consent of the Board, which consent must not be unreasonably withheld.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

6.6 The members may, by special resolution, remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

6.7 1) The Board may appoint an Adult Member in good standing, or a Life or Honourary Member as a director to fill a vacancy in the Board that arises between AGMs.

2) A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.

6.8 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Club.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

5) 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 that meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

a) no notice of meetings of the Board need be sent to that director, and

b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing, signed by not fewer than two-thirds of the directors then in office, is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee. A committee must be established by resolution of the Board setting out the name, members, chair, authority, and responsibility of the committee, and rules governing it.

2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.

7.7 Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

7.8 Subject to court approval, the Club must indemnify a director or former director of the Club, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Club, if:

a) the director acted honestly and in good faith with a view to the best interests of the Club, and

b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 8 – Officers

- 8.1** 1) The officers are the President, Vice-President, Secretary and Treasurer.
2) An officer ceases to be an officer on:
a) ceasing to be a director, or
b) resigning in writing.
3) The Board may elect another director to take the place of an officer who ceases to hold office between AGMs, for the remainder of the officer's term.
- 8.2** The President:
a) must supervise the other officers in the execution of their duties,
b) must chair all meetings of the Board and all general meetings, and
c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.
- 8.3** In the absence or inability of the President, the Vice-President must perform the duties of the President.
- 8.4** The Secretary is responsible for doing, or making the necessary arrangements for:
a) issuing notices and taking minutes of general meetings and Board meetings,
b) keeping the records and documents of the Club in accordance with the Act, including the register of members,
c) conducting the correspondence of the Club, and
d) filing the annual report and making any other filings with the Registrar under the Act.
- 8.5** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.
- 8.6** The Treasurer is responsible for doing, or making the necessary arrangements for:
a) receiving and banking all monies received by the Club,
b) keeping accounting records in respect of the Club's financial transactions,
c) preparing the Club's financial statements, and
d) making the Club's filings with respect to taxes.

Part 9 – Borrowing and Investment

- 9.1** The Club must not borrow money, or issue bonds, debentures, notes or other evidence of debt obligations unless it is authorized by special resolution.
- 9.2** The Board must only invest the funds of the Club in investments in which a prudent investor might invest.
- 9.3** 1) A member may without charge inspect a record that the Club is required to keep under section 20 of the Act.
2) The Board may by resolution restrict the members' rights to inspect the register of members, under section 25 of the Act.

3) A director may without charge inspect a record of the Club that the Club is required to keep under section 20 of the Act.

4) A person other than a member or director cannot inspect the records of the Club, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

9.4 The Board must determine, by resolution, the:

- a) financial year of the Club, and
- b) signing officers of the Club, and their authority.

Part 10 – Auditor

10.1 This Part applies only where the Club is required or has resolved to have an auditor.

10.2 At each AGM the Club may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.

Part 11 – Special Funds

11.1 1) The Literary and Reserve Fund is continued.

2) The capital of the Literary and Reserve Fund must be made up of:

- a) The capital that was in that fund on the date these bylaws were adopted,
- b) Income from the sale of books and other publications of the Club, and
- c) Such other monies as may be decided by the Board.

3) The capital of the Literary and Reserve Fund must only be used as decided by special resolution, for the following purposes:

- a) The construction, operation, repair and maintenance of buildings and trails, and
- b) Publishing and distributing publications which advance the purposes of the Club.

4) A special resolution to spend capital from the Literary and Reserve Fund must clearly state the purpose of the expenditure and the amount to be spent.

5) Subject to bylaw 9.2, the capital of the Literary and Reserve Fund must be invested as decided by the Board.

6) Income from the Literary and Reserve Fund must be used as decided by the Board.

11.2 1) The Life Members' Fund is continued.

2) The capital of the Life Members' Fund must be made up of:

- a) Such capital as was in that fund on the date these bylaws were adopted,
- b) Dues paid by applicants for Life Membership under bylaw 2.2 (6), and

- c) Such other monies as may decided by the Board.
 - 3) The capital of and income from the Life Members' Fund must only be used for the purpose of providing membership services to those members. Capital must otherwise not be withdrawn from the Life Members' Fund except as authorized by special resolution.
 - 4) Subject to bylaw 9.2, the capital of the Life Members' Fund must be invested as decided by the Board.
- 11.3** The Club may by special resolution establish such other funds on such other terms and conditions as it deems fit.