

CROSS COUNTRY BC: CONSTITUTION

Name

- 1.) The name of the society is "*Cross Country BC*".

Purposes

- 2.) The purposes of Cross Country BC are to:
 - a) act as the sport governing body of Cross Country Skiing within the province of British Columbia (hereinafter called the Province);
 - b) promote recreational through to competitive cross country skiing in the Province through, (i) the development and support of member Clubs, (ii) the development of cross country ski trails and facilities, and (iii) the development of cross country ski programs, consistent with these Purposes, throughout the Province;
 - c) govern the organization and conduct of cross country ski competitions within the Province;
 - d) establish and maintain, with member Clubs, an integrated athlete development system that supports the delivery of athletes to the National Ski Team level;
 - e) encourage and foster the principles of self-development, leadership and sportsmanship in cross country skiing.

Zones

- 3.) Cross Country BC consists of the following Zones, the territories of which conform, where possible, to their geographical description,

Kootenay Zone

Coast Zone

Northern Zone

Okanagan Zone

Each Zone shall be represented on the Board of Directors of Cross Country BC by a single Director. The individual representing a Zone as their designated Cross Country BC Director shall be elected by the Cross Country BC Full Service Clubs in the respective Zone on the basis of one vote per Full Service Club in that Zone. This provision is alterable.

Limitations

- 4.) The Society will not operate as a social club.

Dissolution

- 5.) In the event of the winding up or dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of within one year to Full Service Clubs of the Society with a constitution which contains similar Purposes, provided those Full Service Clubs are charitable institutions and registered Societies in existence solely for charitable purposes. The distribution shall be determined by resolution of the members of the Society at the time of the winding up or dissolution, or, failing such resolution, by the Directors of the Society.

CROSS COUNTRY BC: BY-LAW

Here, set forth, in numbered clauses, is the by-law providing for the matters referred to in section 6 (1) of the Society Act and any other by-laws.

Business Office

- 1.) The operations of Cross Country BC are to be carried on in the City of Vernon at 106-3003-30th Street or at such other business office as determined by the Directors from time to time.

Membership

- 2.) Membership in Cross Country BC shall consist of the following:
 - a). ***Full Service Club:*** a Club of not less than thirty persons, which:
 - i.) is incorporated as a non-for-profit society under the Society Act of British Columbia;
 - ii.) has Purposes similar to those of Cross Country BC;
 - iii.) has a constitution which includes any mandatory clauses duly approved by the membership of Cross Country BC;
 - iv.) pursues all of the following objectives:
 - (a) *to establish and maintain programs and activities that support an integrated athlete development system up to the provincial team level;*
 - (b) *to develop and maintain support structures for the delivery of cross country ski programs, from recreational through to high performance, to a broad cross section of the community;*
 - (c) *to service the largest number of skiers possible in the local area to support the aims of the club, Cross Country BC, and Cross Country Canada;*
 - (d) *to promote cross country skiing as an ideal lifestyle endeavor for people of all ages and backgrounds; and*
 - (e) *to encourage self development, leadership and sportsmanship in cross country skiing through the provision of multiple Cross Country BC recognized programs,*
 - v.) has received the approval of the Board of Directors, which approval may be granted by the Board of Directors acting in a manner consistent with Cross Country BC policies for the Admission of Members in place from time to time; and

- vi.) does not identify as its sole purpose a social club.
- b). **Associate Club:** a Club of not less than ten persons, which embraces the objectives of Cross Country BC, and:
 - i.) is a Club with a single program focus which does not have the potential to become a Full Service Club (i.e. elementary school Ski League Program or a University/College Racing Team); or
 - ii.) is a newly formed Club that has not yet achieved the requirements of a Full Service Club but can present sufficient written evidence on application that it has the capability and intent of attaining Full Service Club status in the future;
 - iii.) has received the approval of the Board of Directors, which approval may be granted by the Board of Directors acting in a manner consistent with Cross Country BC policies for the Admission of Members in place from time to time;
 - iv.) does not identify as its sole purpose a social club.

An Associate Club is not entitled to vote at an annual general meeting or an extraordinary general meeting of Cross Country BC.

- c). **Individual Member:** a member in good standing of a Full Service Club or an Associate Club who has paid to the Society the annual fee as may be prescribed from time to time by the Directors of Cross Country BC, as ratified by the voting members present and voting at the Annual General Meeting of the Society. Individual members may attend any annual or extraordinary meeting of the members of Cross Country BC, but shall have no right to vote.

Member Clubs of Cross Country BC (Full Service or Associate) cannot have, as their sole purpose, being a social club.

Annual Fees

- 3.) Each member Club of Cross Country BC shall pay to Cross Country BC annual fees in such amounts as shall be established by the Directors from time to time and as ratified by the voting members present and voting at the annual general meeting. Such fees are to be paid on or before the 31st of March in each year, or at such other time as the Directors determine.

General Meetings

- 4.) The annual general meeting of Cross Country BC shall be held in the spring of each year at such time and place, in accordance with the Societies Act, as the Directors decide.

- 5.) Every general meeting, other than an annual general meeting, is an extraordinary general meeting of Cross Country BC.
- 6.) The Directors may, whenever they think fit, convene an extraordinary meeting.
- 7.) Notice of a general meeting shall specify the place, the day, and the hour of meeting, and, in the case of special business, the general nature of that business.
- 8.) 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 any of the proceedings at that meeting.

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Voting at General Meetings

9.) Voting procedures shall be as follows:

- a) All Members shall be entitled to attend any annual or extraordinary meetings of Cross Country BC, but only Full Service Clubs shall be entitled to vote upon questions put to any such meeting and voting will be on the basis of one vote per Full Service Club.
- b.) Full Service Clubs shall be entitled to vote at any annual general or extraordinary meeting of Cross Country BC, upon filing with the Cross Country BC office prior thereto, proof of payment to Cross Country BC of all and any fees or assessments levied against the Full Service Club under and pursuant to the terms of this by-law.
- c.) Voting by proxy is permitted as provided for in these by-laws. Full Service Clubs may appoint the Director representing the geographical territory (zone) the Club is located in - or any person registered as a member in good standing of an Associate or Full Service Club of Cross Country BC as their delegate. Such delegates shall produce and deposit with the Treasurer or other person designated by the Directors at the opening of the meeting a form of proxy as provided for in paragraph 9.) d.) hereof.
- d.) A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the Directors or the Chairman of the meeting.

Cross Country BC

The undersigned, being a member of the Society, hereby appoints _____ as proxy holder for the undersigned to attend, act and

vote for an on behalf of the undersigned at the meeting of the Members of the Society to be held on the _____ day of _____ , 20 _____ and at any adjournment of that meeting.

Signed _____
(mmm/dd/yy)

Signature of Official

Signature of Official

- e.) Voting shall be by show of hands or by ballot as determined by the Chairperson of the meeting.

Quorum at General Meetings

- 10.) A quorum at the annual general meeting or any extraordinary meeting shall be any number of delegates that represent 50% or more of the Full Service Clubs eligible to vote pursuant to section 9. A quorum shall never be less than three persons representing Full Service Clubs entitled to vote.

Election of Officers

- 11.) The following Officers of Cross Country BC shall be elected for a term of one (1) year at each annual general meeting:”
- a.) *Chairperson*
 - b.) *Vice-Chairperson*
 - c.) *Treasurer*

Nominations of Officers

- 12.) Nominations for the positions of Chairperson, Vice-Chairperson and Treasurer of Cross Country BC shall be submitted in writing to a nominating committee consisting of the Directors representing the Zones of Cross Country BC by a date not less than 14 days prior to the annual general meeting.

The nominating committee shall prepare a slate of candidates for election for presentation at the annual general meeting.

Management by the Board of Directors

- 13.) The affairs of Cross Country BC, in all respects, shall be managed by a Board of Directors comprised of persons registered as members in good standing of Full Service or Associate Clubs of Cross Country BC, herein more particularly defined and called the “Directors”.

Board of Directors

- 14.) The Board of Directors shall consist of the following persons:

- a.) the persons elected to the Offices described in section 11 above;
- b.) the persons elected as Directors representing a Zone, pursuant to Article 3 in the Constitution of Cross Country BC, and
- c.) the maximum of six (6) persons appointed by majority vote of the Directors as identified in section 14-a and 14-b above, to provide leadership in specific program areas, namely;
 - i) *the Athlete Development Chairperson*
 - ii) *the Coaching Development Chairperson*
 - iii) *the Competitions Chairperson*
 - iv) *the Club Development Chairperson*
 - v) *the Officials Development Chairperson*
 - vi) *the Sport Promotion Chairperson*

Chairperson

15.) The Chairperson shall be charged with:

- a) the general supervision, direction and control of Cross Country BC;
- b) the calling of all meetings thereof;
- c) presiding at all meetings thereof;
- d) ensuring the following responsibilities are carried out:
 - i) the issue of notices of meetings of Cross Country BC and the Directors;
 - ii) minutes are kept of all meetings of Cross Country BC and the Directors;
 - iii) the membership roster of member clubs and persons registered in member clubs of Cross Country BC is maintained;
 - iv) the preparation of reports and correspondence;
 - v) the records and files of Cross Country BC are kept in custody as appropriate.
- e.) being an ex-officio member of all committees or sub-committees.

In the event of an even vote upon any subject properly before any Directors, general or committee meeting of which they are Chairperson, the deciding vote will be theirs.

Vice-Chairperson

15.) The Vice-Chairperson shall support and assist the Chairperson in carrying out the duties of the office, and shall act as Chairperson during the absence or disability of the Chairperson.

Treasurer

16.) The Treasurer shall:

- a) ensure that full and accurate financial records are kept, in proper books of account in which shall be recorded all receipts and disbursements of Cross Country BC including the safekeeping of securities;
- b) render to the Directors at the meetings thereof, or whenever required, an account of all transactions, and of the financial position of Cross Country BC, and present a statement of financial affairs of Cross Country BC at each annual general meeting;
- c) in conjunction with the Directors, prepare an annual budget for the expenditure of money for the ensuing year;
- d) not expend any moneys in excess of the budget without the approval of the Directors.

Responsibilities of the Directors

17.) The Directors shall be responsible for the routine discharge of the affairs of Cross Country BC under the guidance of the Chairperson and in accordance with direction from general meetings of Cross Country BC. Subject to the availability of funds and in the discretion of the Chairperson, the Directors shall convene a minimum of twice a year. Each member of the Board of Directors shall have one vote at meetings of the Directors.

Additional powers of the Directors

18.) The Directors shall be empowered to:

- a) prescribe forms and make, vary or repeal rules and regulations for the carrying out of the objectives of Cross Country BC; and
- b) appoint such committees or sub-committees as it may decide to assist or promote any objective of Cross Country BC and in particular the programs aforesaid, and to hire such professional or other assistance as it may deem advisable.

Quorum of the Directors

19.) At any meeting of the Directors a quorum shall never be less than five Directors in attendance, two of which must be Directors elected by the membership.

Voting at Directors Meetings

20.) On all business transacted by the Directors of Cross Country BC the outcome of any vote shall be determined in accordance with a simple majority. In the event of a tie vote the chairperson of the meeting shall cast the deciding vote. All votes shall be taken by ballot if so deemed by any member of the Directors present, but if no demand be made, the vote shall be taken in the usual manner by assent or dissent. A declaration by the chairperson that a resolution has been carried and an entry made to

that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the votes recorded in favor of or against such a resolution.

Resignation of Officers

21.) Should the resignation, permanent incapacity, death, improper conduct, inability, unwillingness or failure to act of any Officer of Cross Country BC render it expedient or necessary in the interests of the Society that such an Officer be suspended from office or replaced before the next annual general meeting of Cross Country BC, the Directors may take such action by way of removal or suspension of such an Officer. The appointment of such replacement or replacements as may be required for the proper discharge of the responsibilities of the Officers shall be undertaken by the Directors.

Any action taken by the Directors pursuant to this section shall be subject to review at the next annual general meeting of the Cross Country BC. Any person appointed pursuant to this section shall not retain such appointment beyond the conclusion of such annual general meeting of Cross Country BC unless duly elected to the same at such meeting.

Withdrawal of Member Club

22.) A member Club may withdraw from Cross Country BC upon written notice to that effect directed to the Chairperson of Cross Country BC.

Suspension of Membership Rights

23.) A member Club of Cross Country BC, by reason of nonpayment of the annual fees provided in section 3 on or before the 31st day of March, or a member Club which acts in breach of any rules, regulations or by-laws of Cross Country BC, may be suspended from membership by the Directors. Such member Club's rights to receive notices and/or to attend or vote at any meetings and/or take part in any functions or programs sponsored by Cross Country BC or Cross Country Canada shall be terminated pending the lifting of any such suspension.

A member Club so suspended shall have the right to apply for reinstatement from time to time to the suspending body.

All members Clubs shall be in good standing providing they comply with the provisions so described.

Execution of Documents

24.) Deeds, transfers, assignments, contracts and obligations on behalf of Cross Country BC will be signed by the Chairperson of Cross Country BC. However the Directors may direct the manner in which and the

person or persons by whom any particular instrument of Cross Country BC shall be signed.

Amendments

25.) The constitution or by-laws of Cross Country BC may be amended at any annual general meeting of Cross Country BC, providing that a copy of the proposed amendment has been filed with the Chairperson of Cross Country BC at least forty (40) days before the annual general meeting, and a copy thereof has been posted by registered mail by the office of Cross Country BC to the Chairperson of each Full Service Club of Cross Country BC at least thirty (30) days before such annual general meeting, and provided that such amendment is passed by at least seventy-five percent of the votes of the Full Service Clubs with voting privileges represented by delegates at the meeting.

Notices

26.) Any notices, communication or other document to be given by Cross Country BC to a Member shall be sufficiently given if mailed to all member Clubs by prepaid ordinary addressed to the last known address according to the records of Cross Country BC.

No error of omission in serving notice of any annual or extraordinary meeting or any adjourned meeting, whether annual or extraordinary, to the members of Cross Country BC shall invalidate such meeting or make void any proceedings of such meeting. Any member may at any time consider and transact any business either extraordinary or general at such meeting without prior notice thereof.

Fiscal Year

27.) The fiscal year of Cross Country BC shall end on the 31st day of March in each year unless otherwise determined by the Directors.

Annual Budget

28.) Prior to the spring meeting of the Directors, the Treasurer, the Chairperson and such others as shall be appointed to assist the Treasurer shall estimate the next year's anticipated revenue and shall allocate expenditures for the ensuing year in the form of an annual budget of expenditures. Copies of such budget will be provided for each Director for review and approval at the spring meeting of the Directors. The budget shall be reported to the membership and the annual general meeting.

Banking

29.) The banking business of Cross Country BC shall be transacted with such chartered banks, credit unions or trust companies as the Directors shall, in their discretion, decide.

30.) The Directors, on behalf of Cross Country BC, shall keep proper accounting records in respect of all financial or other transactions, and without limiting the foregoing, shall keep records of:

- a.) all money received and disbursed by Cross Country BC and the manner in respect of which the receipt and disbursement took place;
- b.) every asset and liability of Cross Country BC; and
- c.) every other transaction affecting the financial position of Cross Country BC.

Auditor

31.) At each annual general meeting of Cross Country BC an auditor shall be appointed to hold office until that person or a successor is re-appointed at the next Annual General Meeting.

- a.) Such auditor may be removed by ordinary resolution.
- b.) No director or employee of Cross Country BC shall be auditor.
- c.) The appointed auditor/auditing firm may be represented at general meetings.

Borrowing

32.) The Directors may from time to time:

- a) borrow money on the credit of Cross Country BC, or
- b) issue, sell or pledge securities of Cross country BC, or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of Cross Country BC, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability or Cross Country BC.

33.) No debentures shall be issued without the sanction of a special resolution.

34.) The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

Interpretation

35.) In this by-law, unless the context otherwise requires:

- a) the definitions in the Society Act on the date this by-law become effective, apply to this by-law;
- b) “Director” means a Director of Cross Country BC for the time being;
- c) “persons registered as a member of Associate or Full Service Clubs of Cross Country BC” means persons who are members currently in good standing with a Full Service or Associate Club of Cross Country BC.
- d) “good standing” means that all applicable charges, fees and levies have been paid in a timely fashion.
- e) words importing the singular include the plural and vice versa; and words importing a male person include a female person;
- f) “term” means the time between the annual general meeting and the immediate next annual general meeting.

Incorporated under the Society Act of British Columbia the 14th day of April, 1989

Society number: S-24815
Approved by CCBC AGM, June 06, 2004