



PRINCE GEORGE TRACK AND FIELD CLUB

CONSTITUTION

SOCIETY ACT

CONSTITUTION

1. The name of the Society is "Prince George Track and Field Club".
2. The purposes of the Society are:
 - a) To promote, encourage and develop the widest participation and the highest proficiency in amateur track and field, road racing and cross country running in the Central Interior of British Columbia in general and, in particular, within the area of School District No. 57.
 - b) To arrange and assist in the arrangement of courses of instruction for coaches, athletes, officials, or other interested persons in matters concerning the sport.
 - c) To promote and assist in the promotion of municipal, regional, provincial and national competitions, championships, demonstrations and other events in connection with athletics.
 - d) To coach athletes, primarily six (6) years and older, to athletic levels they wish to achieve.
 - e) To entrust the athletic development to coaches and organizers who have achieved at least Level I National Coaching Certificates.



PRINCE GEORGE TRACK AND FIELD CLUB

BYLAWS

The Registrar of Companies
Victoria, B.C.

SOCIETY ACT

Notice of Address of Society

The address of the society Prince George Track and Field is
PG Track & Field
PO Box 237
Prince George, BC
V2L 4S1

April 1, 2018

Prince George Track and Field Club

Brian Martinson, President

BYLAWS
of
PRINCE GEORGE TRACK AND FIELD CLUB
Part 1 -Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- a) "Director" means the directors of the society for the time being;
- b) "Address" of a member means his address as recorded in the register of members.

1.2 Words importing the singular include the plural and vice-versa and words importing the male person include a female person. Wherever reference is made to any statute or section thereof, such references shall be deemed to extend and apply to any amendment of the said statute or section as the case may be.

Part 2 - Membership

2.1 The members of the Society are the subscribers the constitution and bylaws and include every other person or who agrees to become a member, by whatever name called.

2.2 There shall be four (4) classes of membership in the Society; namely, honorary membership, active membership, associate membership and club membership.

- a) the "honorary" membership shall include those persons who have been so designated by the executive of the society from time to time;
- b) the "active" membership shall include those members of the society who are actually training for athletic events and who are actually engaged in competition within the club or elsewhere, and shall consist of Junior Development Members, being those members thirteen (13) years of age and younger, and Senior Members, being those members older than thirteen (13) years of age who have registered and are in good standing.
- c) the "associate" membership shall include those who become members of the society with a view to assisting the club either by financial contribution or with respect to training, coaching, administration or otherwise;
- d) the "club" membership shall include any member clubs of British Columbia Amateur Athletics, whether incorporated under the Society Act or not, which become members of the society for the purposes of partaking in the activities of the society or otherwise associating with the society in some other manner.

2.3 A person may apply to the directors or any coach for membership in the society and upon acceptance by directors shall be a member.

2.4 Every member shall uphold the constitution and comply with these bylaws.

2.5 The annual membership dues shall be a sum fixed from time to time by resolution of the directors but honorary members shall not be required to pay any membership fees or dues or subscriptions.

2.6 A person shall cease to be a member of the society:

- a) by notifying the directors in writing to the effect that he desires to withdraw from membership in the society;
- b) upon being expelled; or,
- c) upon his failure to pay any membership fees, subscriptions, or indebtedness due to the society and upon the directors causing the name of such member to be removed from the register of members.

2.7 The directors shall have the power by a vote of three-fourths (3/4) of those present to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to danger the interests or the reputation of the society, or who willfully commits breach of the constitution or bylaws of the society. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the directors at a meeting of the said directors called for that purpose.

2.8 Any member who resigns, withdraws or is expelled from the society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the society.

Part 3 - Meeting of Members

- 3.1 General meetings of the society shall be held at such time and in accordance with the Society Act as the directors decide.
- 3.2 Every general meeting, other than an annual meeting, shall be called an extraordinary general meeting and may be convened by the directors, whenever they think fit upon notice of the same as to its time and place being given to the members not less than seven (7) days in advance.
- 3.3 Under the provisions of these bylaws, notice is required to be given; such notice may be given either personally or by posting on the society's website and emailed to each director advising of date, time and location of the proposed meeting.
- 3.4 The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any of the members entitled to receive notice does not invalidate any proceedings at that meeting.
- 3.5 The annual general meeting shall be held in either April or May of each year with the date, time, and location of the AGM posted on the society's website at least 30 days in advance of the proposed AGM. Electronic communication informing members of the AGM shall also take place no later than two weeks prior to the proposed AGM.

Part 4 - Proceedings at General Meetings

- 4.1 Special business is:
- a) all business at an extraordinary general meeting except the adoption of rules of order; and,
 - b) all business that is transacted at an annual general meeting, except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors, if any;
 - iv. the election of directors;
 - v. the report of the auditor if required; and,
 - vi. such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with notice convening the meeting.

4.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when five (5) members are not present.

- a) If at any time during a general meeting there ceases to be five (5) members present, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated, as the case may be.
- b) A quorum is five (5) members present or such greater number as the members may determine at a general meeting.

4.3 If with thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall be a quorum.

4.4 Subject to bylaw 4.5 the president of the society or in the absence of the president, one of the other directors present shall preside as chair of the general meeting.

4.5 If at a general meeting there is no president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or, the president and all the other directors present are unwilling to act as chair, the members present shall choose someone of their number to be chair.

4.6 A general meeting may be adjourned from time to time and from place to place, 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.

4.7 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. 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.

4.8 No resolution proposed at a meeting need be seconded and the chair of any meeting is entitled to move or propose a resolution.

4.9 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote in which he may be entitled as a member and the proposed resolution shall not pass.

- 4.10 Every member in good standing at a meeting of members with the exception of Honourary Members, shall be entitled to one (1) vote but those Active Members designated as juniors shall exercise such vote through one of their parents or legal guardians. Membership shall be deemed to be in good standing when all subscriptions, fees and dues payable to the society by such member have been paid.

Part 5 - Directors and Officers

- 5.1 The affairs of the society shall be managed by the Directors who may exercise all such powers and do all such acts and things as 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 the provisions of:
- a) all bylaws, affecting the society;
 - b) these bylaws; and,
 - c) any rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- 5.2 The number of directors to be elected shall not be less than nine (9) at any one time and no more than fourteen (14).
- 5.3 The directors shall retire from office at each annual general meeting or at the conclusion of their term of office as determined by the society, when their successors shall be elected.
- a) Notwithstanding the establishment of terms that exceed one year, no director shall serve a period longer than two years without being nominated and re-elected at the conclusion of his/her term at an annual general meeting.
 - 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 continues to hold office until such time as a successor is appointed.
- 5.4 The directors have power at any time and from time to time to appoint any person as a director to fill a casual vacancy in the directors.
- a) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 5.5 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a person to take the place of the former director.
- a) No acts or proceedings of the directors shall be invalid only by reason of their being less than the prescribed number of directors in office.

5.6 Any director may be removed from the office of director by resolution passed by a three quarters (3/4) majority of members present at a meeting of members of the society duly and properly called at which a quorum of members is present.

5.7 The directors shall have the power by a vote of three-fourths (3/4) of those present to remove any director from the executive whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to danger the interests or the reputation of the society, or who willfully commits breach of the constitution or bylaws or policy of the society. No director shall be removed without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the directors at a meeting of the said directors called for that purpose. Removal from the Board of Directors does not result in concurrent expulsion or suspension as a member of the society.

Part 6 -Proceedings of Directors

6.1 The directors may meet together at such place/places as they think fit for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- a) No formal notice of any such meeting shall be necessary if all the members of the executive are present or if those absent have signified their consent to the meeting being held in their absence.
- b) The President shall chair all meetings of the directors; but if at any meeting the President is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present may choose someone of their number to act as chairman of that meeting.
- c) Two (2) or more directors may request, at any time, and the secretary, upon the request of such two (2) directors, shall convene a meeting of the directors.

6.2 The directors may delegate any, but not all, of their powers to committees consisting of such director or directors or other volunteers as they think fit.

- a) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.3 Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

- a) In the case of an equality of votes the chair shall not have a second or casting vote.

6.4 No resolution at a meeting of directors or committee of directors need be seconded and the chair of a meeting is entitled to move or propose a resolution and to vote on same.

6.5 The directors can enact decisions between general meetings through electronic means but no motion will be deemed passed unless there is a majority of total directors in favour and the vote of each director shall be provided in writing by fax or email with copies made available to each director.

Part 7 -Duties, Powers and Responsibilities of Officers

7.1 The property and business of the society shall be managed by the directors.

7.2 The directors shall appoint annually from their number, after election of the directors; a President, Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, as well as a Registrar and such other officers as the board may in its discretion from time to time decide upon, who shall each hold office until his/her successor is appointed or until his resignation or termination of appointment and who shall carry on the business of the society as an executive committee between the meetings of the Board of Directors in accordance with the policies and directives established by the directors. One person may hold two or more offices, except those of President and Secretary-Treasurer.

7.3 Officers are appointed at the discretion of the directors and the appointment of any officer may be by simple majority of the directors. Officers of the society shall have signing authority, such other authority and perform such duties as are provided in these bylaws or as may be prescribed from time to time by the board of directors.

7.4 Meetings of the directors shall be held at least = four (4) times a year.

- a) The President shall preside at all meetings of the Society and of the directors.
- b) The President is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

7.5 The Secretary shall:

- a) Conduct the correspondence of society;
- b) issue notice of meetings of the society and directors;
- c) have custody of all records and documents of the society, except those required to be kept by the Treasurer;
- d) keep minutes of all meetings of the Society and
- e) have custody of the common seal of the society;
- f) maintain the register of members; and,
- g) keep the books containing the minutes of all meetings of the society and directors and all other records, documents, books, accounts and files of the society except those required to be kept by the Treasurer, and the same shall be open and available for inspection at all reasonable times by all members and directors of the society.

7.6 The Treasurer shall:

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act.
- b) render financial statements to the directors, members and others when required; and,
- c) keep such financial records, including the books of account, open and available for inspection at all reasonable times by all members and directors of the society.

7.7 The offices of secretary and treasurer may be held by one person who shall be known as the Secretary-Treasurer;

7.8 The Registrar shall:

- a) be responsible for maintaining the register of members;
- b) keep records of dues paid by of the Society and BC Athletics;
- c) establish and maintain a computer program to register athletes for meets and Society membership; and, provide coaches with a membership list.

7.9 In the absence of the secretary at a meeting, the directors shall appoint another person to act as secretary at that meeting.

7.10 The directors have power to authorize expenditures on behalf of the society from time to time and may delegate by resolution to an officer or director of the society the right to employ and pay honouraria. The directors shall have the power to make expenditures for the purpose of furthering the purposes of the society.

7.11 The directors shall take such steps as they may deem requisite to enable the society to receive donations and benefits for furthering the purposes of the society.

7.12 The directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by such executive or shall be prescribed by the directors at the time of such appointment,

Part 8 -Committees

8.1 Standing Committees shall be:

- a) i) Finance Committee ii) Coaching Committee; and, iii) Fixtures (Meets) Committee. Additional committees may be created by the directors if deemed necessary.

8.2 All standing committees shall be appointed by the President with the approval of the directors upon election of the same.

8.3 Additional (Special) committees shall be appointed by the President based on an established terms of reference approved by the directors

8.4 The President shall be an official of any committee.

Part 9 -Borrowing

9.1 In order to carry out the purpose 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 such manner as they decide and in particular but without limited the generality of the foregoing, by the issue of debenture.

9.2 No debenture shall be issued without the sanction of an extraordinary resolution.

9.3 The members may restrict the borrowing powers of the directors provided that any restriction so imposed shall expire at the next annual general meeting.

Part 10 - Auditor

10.1 This part applies only in the event that the Society is required or has decided by resolution to have an auditor.

10.2 The first auditor shall be appointed by the directors who shall also fill all casual vacancies occurring in the office of the auditor.

10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.

10.4 The auditor and members of the Society shall have a right of access at all times to all records, documents, books, accounts and files of the society and shall be entitled to require from the directors such information and explanation as may be necessary for the purpose of the duties of the auditor, if an auditor has been appointed.

10.5 All auditors shall be informed forthwith in writing of appointment or removal.

10.6 No director and no employee of the society shall be auditor.

10.7 The auditor has the right to attend general meetings.

Part 11 – Seal

11.1 The directors may provide a common seal for the society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

11.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution, or if so persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

Part 12 -Constitution and Bylaws

12.1 Upon being admitted to membership, each member shall be entitled to, and the society shall provide him access, without charge, to a true copy of the constitution and the bylaws of the society which shall be made available on the society's website.

12.2 The constitution and bylaws of this society shall not be repealed or added to except by an extraordinary resolution of a two thirds (2/3) majority vote passed at an Annual General meeting.

12.3 Upon the dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to any similar Society or organization registered with BC Amateur Athletics or to any other recognized charitable organization in the Province of British Columbia or elsewhere in Canada. **This provision was previously unalterable.**