

IN THE MATTER OF THE SOCIETY ACT

OUTDOOR CLUB OF VICTORIA

CONSTITUTION

1. The name of the Society is "OUTDOOR CLUB OF VICTORIA" hereinafter known as the "Society".
2. The purposes of the Society are:
 - a. to provide an organization to bring together those who are interested in and enjoy various outdoor activities, in particular hiking, cycling, camping, skiing, canoeing and back-packing;
 - b. to express the views of members of the Society on outdoor affairs in matters of interest to members of the Society;
 - c. to provide occasional recreational gatherings other than the above activities.
3. In the event of winding-up or dissolution of the Society, and after payment of all debts and liabilities, the remaining funds shall be transferred to an organization with similar objectives to those of the Society or to such charitable organizations as may be decided by the members of the Society at the time of winding-up or dissolution.
4. Paragraphs 3 and 4 of the Constitution are unalterable in accordance with section 22 of the Society Act.

BY-LAWS

Part I – INTERPRETATION

1. In these By-Laws, unless the content otherwise requires, "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto
2. The definitions in the Society Act on the date these By-Laws became effective apply to these By-Laws.
3. Words denoting the singular include the plural and vice-versa; and words denoting a male person include a female person and vice-versa.
4. Interpretation of these By-Laws, and any rules or regulations made hereunder shall in the case of dispute be decided by the Executive Committee whose decision shall be final.

Part II – MEMBERSHIP

1. Persons shall be admitted to membership in the Society only after qualification, completion of the authorized Application Form and Waiver, payment of the annual membership dues and approval by the Membership Chair.
2. Upon acceptance into the Society, the new member will be notified of his acceptance as a member.
3. The membership of the Society shall consist of Active members, Social members and Life members (which can be either active or social members).

4. Every member shall uphold the Constitution and By-Laws and Standing Rules.

LIFE MEMBERS

5. Membership in this category shall be confined to those members meeting established criteria.
6. Nominations for such membership shall be considered and approved or rejected by the Executive Committee.
7. Life Members shall not pay dues but shall enjoy the privileges of an active member, including the right to vote, hold office, and participate in the activities of the Society.

ACTIVE MEMBERS

8. An active member is a member in good standing and has paid full dues.
9. Active members are entitled to all privileges of the Society.
10. For the purpose of membership fees, the year shall be deemed to commence on the first day of January.
11. An active member of the Society shall cease to be a member of the Society:
 - a. by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b. on being expelled; or
 - c. on not having paid annual dues by January 31st.
12. Past members who have not been expelled may be reinstated after payment of all dues and arrears at the discretion of the Executive Committee.

EXPULSION OF MEMBERS

13. A member may be expelled by a special resolution of the members passed at a regular meeting
14. The Notice of Special Resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion
15. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the regular meeting before the special resolution is put to a vote.

Part III - MEETINGS OF MEMBERS

GENERAL

1. The By-Laws of the Society may be amended at any Regular or Annual General Meeting of the Society by an assenting vote of at least seventy-five (75) percent of those members present at that meeting, provided that the proposed amendment or amendments shall have been delivered to members at least one month prior to the date of the meeting at which the amendment or amendments are to be voted on.
2. The accidental omission to give Notice of a Meeting, or the non-receipt of a Notice by any of the members entitled to receive Notice does not invalidate proceedings at that meeting.
3. The President, the Vice-President, or in the absence of both, one of the officers present shall preside as Chair of a Regular or Annual Meeting.

REGULAR MEETINGS

4. The Regular Meetings shall be held at a place and date determined by the Executive Committee. The date, time and place of the Regular Meetings will be published in the Society Newsletter (the "*Groundsheet*") and mailed to all members.
5. A quorum for Regular Meetings shall consist of at least 25 members in good standing.
6. If the Executive Committee decides that an agenda item is particularly important, a discussion of the issue (including pros and cons) should appear in the *Groundsheet* prior to the Regular Meeting at which it is to be discussed
7. The order of business at a General Meeting shall be determined by the Executive.

ANNUAL GENERAL MEETING

8. The Annual General Meeting shall be held at a place and on a date determined by the Executive Committee, but shall normally be held on the second Wednesday in February.
9. The Executive Committee shall cause the date, time and place of the Annual General Meeting to be published in the January edition of the *Groundsheet*
10. The quorum for the Annual General Meeting shall consist of at least 25 members in good standing.
11. The order of business at the Annual General Meeting shall normally be:
 - a. Minutes of the previous Annual General Meeting;
 - b. President's Report;
 - c. Treasurer's Report;
 - d. Committee Reports;
 - e. General business;
 - f. Election of Officers;
 - g. Selection of auditor;

RESOLUTIONS

12. All resolutions proposed at a meeting must be seconded
13. The Chair of a meeting may not move, propose or vote on a resolution
14. In the case of an equality of votes, the Chair shall have a casting vote

VOTING

15. A member in good standing present at a meeting of members is entitled to one (1) vote
16. Voting is by a show of hands or by secret ballot if the majority of members present so desire
17. Voting by proxy is not permitted.

Part IV - EXECUTIVE COMMITTEE

GENERAL

1. The Executive Committee is responsible for the business, discipline, and management of the Society subject to the provisions of the Society Act, Constitution and By-Laws, and membership directions as expressed at the Annual General Meetings or Regular meetings, and exercises all the powers of the Society.
2. The Directors of the Society shall be:
 - a. The President;

- b. The Vice-President;
 - c. The Secretary;
 - d. The Treasurer
3. The Executive Committee of the Society shall consist of the following who shall be called the Officers of the Society:
 - a. The Directors;
 - b. The immediate Past President (ex-officio);
 - c. The Chairs of the Standing Committees;
 - d. The Membership Chair;
 - e. The Publications Chair;
 - f. The Program Chair.
 4. All members of the Executive Committee must be members in good standing.
 5. The Executive Committee shall conduct the routine business of the Society and shall meet as directed by the President.
 6. A quorum for any meeting of the Executive Committee shall consist of five (5) officers.
 7. An extraordinary meeting of the Executive Committee shall be called by the Secretary only on the written request of any three officers who shall state in the request the business to be transacted at such a meeting. The Secretary shall notify all officers of the time and place of an extraordinary meeting at least three days before the meeting is scheduled to take place. Such notification shall state the nature of the business to be transacted and only such business shall be transacted.
 8. An officer who is absent from two consecutive meetings of the Executive Committee shall be deemed to have resigned therefrom unless his excuse for such absence is accepted by other members of the Executive Committee.
 9. The President may invite any person who is not a member of the Executive Committee to be present and address the meeting if, in his opinion, such an invitation would assist the Executive Committee. No person who is not an elected officer shall have the right to make motions or to vote on motions at such Executive Committee Meetings

ELECTION OF OFFICERS

10. The Past President shall chair a Nominating Committee to select a slate of candidates for election
11. The slate of candidates, including any 'vacant' positions, shall be made known to the general membership at the Regular Meeting immediately preceding the Annual General Meeting or in the Groundsheet preceding the Annual General Meeting. Further nominations shall be accepted at that meeting.
12. Nominations for office must be signed by the proposer, seconder and the nominee, all of whom must be members in good standing.
13. If nominations for all vacant offices have not been received by the date of the Annual General Meeting, members in good standing may submit nominations from the floor for any such offices, such nominations to be seconded and to be accepted by the nominee.
14. The Executive Committee shall be elected at the Annual General Meeting by a majority vote.

TERMS OF OFFICE

15. All members in good standing shall be eligible to be elected to the Executive Committee.
16. Members of the Executive Committee shall be elected for a term of one (1) year.
17. If an officer resigns his office or otherwise ceases to hold office, the remaining officers may appoint a member to take his place. An officer so appointed holds office until the conclusion of the next Annual General Meeting but is eligible for re-election at that meeting.
18. The term of office shall run from the adjournment of the meeting at which the officer is elected until the adjournment of the meeting at which the successor is elected.

STANDING RULES

19. The Executive Committee is empowered to enact Standing Rules of the Society by a majority vote of the Society's officers present at a duly constituted Executive Committee meeting.
20. Standing Rules may be suspended, repealed or amended on the same basis.
21. The Secretary shall maintain a Register of Standing Rules including the date enacted, suspended, repealed or amended and shall attach a copy of such Standing Rules to the Constitution and By-Laws.
22. No Standing Rule shall be effective in the event it is inconsistent with the Constitution and By-Laws.

PRESIDENT, VICE-PRESIDENT AND PAST-PRESIDENT

23. The President shall:
 - a. preside at all meetings of the Society except as hereinafter provided;
 - b. be a member and ex-officio of all committees;
 - c. perform such other duties as the Society decides may pertain to the office of President.
24. The Vice-President shall, in the absence of the President, perform the duties of the President and shall perform such other duties as the Society decides may pertain to the office of Vice-President.
25. In case of a vacancy in both the President's and the Vice-President's position, the Executive may elect another Executive member to be acting President.
26. The Past-President shall act in the capacity of advisor to the Executive Committee.

SECRETARY

27. The Secretary shall:
 - a. record the minutes of all Annual and Executive Meetings;
 - b. keep a separate record of all motions passed at Annual and Executive Committee Meetings;
 - c. have custody of all formal records and forms of the Society except those required to be kept by the Treasurer or the Membership Chair and those in the custody of the Victoria Archives, a list of which is kept by the secretary;
 - d. perform other duties as the Society decides may pertain to the office of Secretary.

TREASURER

28. The Treasurer shall:

- a. keep the financial records, including books of accounts necessary to comply with the Society Act;
- b. receive all monies and pay all accounts subject to approval of the Executive Committee;
- c. table a budget for the coming year at the Fall General Meeting;
- d. present an audited statement of the Society's financial position to the Annual General Meeting;
- e. file documents required by the Society Act;
- f. advise the Membership and Publication Chairs as to which members have not paid membership dues by the deadline;
- g. liaise with The Victoria Foundation in respect of the status of the Society's account and donations to be made on behalf of the Society;
- h. liaise with the insurance company as required;
- i. perform such other duties as the Society decides may pertain to the office of the Treasurer.

CHAIRS OF STANDING COMMITTEES

29. The duties of the Chairs of Standing Committees are detailed in the Standing Rules

PART V – AUDITOR

1. An auditor shall be appointed for the ensuing year at the Annual General meeting and shall examine and audit the Society's accounts and report thereon to the membership at the Annual General Meeting and at such other times as the Executive Committee deems necessary.
2. The fiscal year is from January 1st to December 31st of each and every year.

Part VI - BORROWING POWER

1. The Society shall have no borrowing powers.