

**DRAFT CONSTITUTION AND BYLAWS  
OF  
FALSE CREEK ROWING CLUB**

(August 31, 2008)

**CONSTITUTION**

1. The name of the Society shall be the FALSE CREEK ROWING CLUB.
2. The purposes of the Society are
  - (a) to promote and encourage rowing and sculling, athletics, games, and amusements; to hold regattas and sports and in general to promote and encourage the physical and social well-being of the members of the Society;
  - (b) to acquire and take by purchase, donation, devise or otherwise, and to hold for the use of the members of the Society all kinds of real and personal property in the Province of British Columbia;
  - (c) to construct, rent, lease, provide, occupy, maintain and regulate any suitable buildings, premises, conveniences, or place or places of resort for the members of the Society;
  - (d) to sell, exchange, mortgage, lease, let or otherwise dispose of all or any part of the real or personal property of the Society;
  - (e) to affiliate and cooperate with other societies or clubs formed for the purposes set out in paragraph 2(a) above or any similar purposes;
  - (f) to do all such other acts as are incidental or conducive to the fulfillment of the above purposes or any of them.
3. In the event that the Society should, at any time, be wound up or dissolved, the remaining assets, after payment of all debts and liabilities, shall be turned over to a recognized charitable organization with purposes similar to those of the Society or if this cannot be done, to another recognized charitable organization in the Province or elsewhere in Canada as directed by the members.
4. The term, "recognized charitable organization," in Article 3 means a charitable organization or charity that the Canada Revenue Agency recognizes as such under the provisions of the *Income Tax Act* (Canada) from time to time in effect.

5. The Society shall carry out its purposes without purpose of financial gain for its members, and shall use any profits or other accretions to the Society for promoting its purposes, and shall carry out its purposes on an exclusively charitable basis.
6. The Society shall not remunerate any director or officer for being or acting as a director or officer, but may reimburse a director or officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
7. Articles 3, 4, 5, 6 and 7 are unalterable.

## **BYLAWS**

### **Part 1 Interpretation**

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "*Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (b) "Club" means False Creek Rowing Club;
  - (c) "address of the Club" means the address of the Club filed with the registrar in accordance with the *Act*;
  - (d) "Director" or "Directors" means a director or the directors of the Club as the case may be;
  - (e) "Privileges" include use of the facilities and equipment of the Club and participation in Club activities, subject to these Bylaws, and the right to vote at general meetings;
  - (f) "rowing" includes sweep rowing and sculling;
  - (g) "Rules" mean any rules, regulations or other directions governing safety, rowing activities, use of facilities and equipment and conduct of the members adopted and published by the Directors;
  - (h) "Special Business" means
    - (i) all business at an extraordinary general meeting except the adoption of rules of order; and
    - (ii) all business transacted at an annual general meeting, except,
      - (A) adoption of rules of order;
      - (B) consideration of the financial statements;
      - (C) report of the Directors;
      - (D) report of the auditor, if any;
      - (E) election of Directors;
      - (F) appointment of the auditor, or waiver thereof; and
      - (G) other business that, 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 the notice convening the meeting.

- (i) "year" means the fiscal year of the Club.
- (2) The definitions in the *Act* on the date these bylaws become effective apply to these bylaws.

- 2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## **Part 2 \_ Membership**

- 3. Every member shall uphold the Constitution, comply with these Bylaws and obey all Rules.

### **Classes of Members**

- 4. The Club has the following classes of members, all of whom will be appropriately registered with the national and provincial rowing associations:
  - (a) Rowing Members are members of good standing who are either adults or youth, as per the following definitions:
    - 1. Adult Members are individuals aged 19 years or over and are entitled to full Privileges subject to these Bylaws.
    - 2. Youth Members are individuals aged 18 years or less and are entitled to all Privileges except that a Youth Member under the age of 18 shall not vote at any general meeting of the membership. A member is a Youth Member for the year in which he or she turns 18.
  - (b) Social Members are entitled to full Privileges, subject to these Bylaws, except use of the rowing equipment of the Club unless the Board of Directors approves an exception for a limited duration (not to exceed a total of 10 calendar days per year) for all social members in accordance with the purposes of the organization. Social members under the age of 18 shall not have a vote at any General Meeting.
  - (c) Non-resident Members are individuals who for a period of 8 months in the past 12 months have either: not resided within a 100 kilometre radius of False Creek, or who have resided on Vancouver Island. Non-Resident Members are entitled to member privileges determined by the Directors and shall not have a vote at a General Meetings of the membership.
  - (d) Founding Members are individuals who have obtained a founding membership in the organization prior to the first anniversary of the date of incorporation of the organization. They are otherwise considered to be Life Members. An Honorary Member is entitled to full Privileges subject to these Bylaws.
  - (e) Life Members are individuals that have obtained a membership in the organization that will endure as long as they shall live, provided that they

remain members in good standing of the organization. Life Membership can be rescinded by a vote of the membership at a General Meeting. An Honorary Member is entitled to full Privileges subject to these Bylaws including the right to vote at General Meetings.

- (f) Honorary Life Members are members who are recognized by a vote of the general membership at a General Meeting for performing extraordinary service to the rowing community in general, or the Club in particular. Examples of this service are participation in the sport of rowing at an Olympic or Paralympic Games as an official, a coach or athlete, or participation on behalf of Canada at a FISA Senior, Under 23, Junior or Adaptive World Rowing Championship as an official, coach or athlete. The membership may recognize a maximum of a further two individuals annually beyond those that have attended Olympic Games or World Rowing Championships. Honorary Life Members will otherwise have the rights of a Life Member and are entitled to full privileges subject to these Bylaws.
  - (g) Honorary Members are individuals that provide a service to the organization and the organization recognizes that contribution in terms of a temporary membership in the organization. Honorary Memberships are approved by the Directors and are of a limited duration not exceeding one year, although they may be renewed subsequently by the Directors. Subject to these Bylaws, an Honorary Member is entitled to all privileges except they shall not have the right to vote at a General Meeting.
    - 1. Additionally, the following citizens will be offered Honorary Memberships in the club in recognition of their work to support the community in which the club operates:
      - a. Mayor of the City of Vancouver
      - b. Chair of the Vancouver Board of Parks and Recreation
      - c. Senior Officer of the Kitsilano Coast Guard Station
      - d. Harbour Master of the Port of Vancouver
      - e. Lieutenant Governor of the Province of British Columbia
      - f. Vancouver Police Department Chief of Police
      - g. Vancouver Fire and Rescue Services General Manager
5. Notwithstanding anything in these Bylaws to the contrary, Honorary and Life Members are exempt from payment of annual membership fees but shall pay all other fees, dues, assessments, subscriptions and charges as and when levied by the Club as determined by the Directors.
6. Members and participants in the clubs programs and offerings are to respect that the Club serves the interests of a diverse community with a broad range of ability and experience.

7. The Club is a member led organization and requires the members to participate in sustaining and advancing itself through volunteerism, community building and taking responsibility for their actions and mutual success.

### **Application for Membership**

8. Every applicant for membership must submit a completed application form and fees to the Secretary.
9. Upon receipt of the completed application form and fees, the Secretary may accept the applicant as a Member as determined by Section 4, as the case may be. The final decisions of the Secretary will be submitted to the Board of Directors at each meeting and entered into the minutes of the organization.
10. The Secretary shall not accept an application for membership of any person who has ceased to be a member pursuant to Bylaw 11 or Bylaw 12, and has not paid all outstanding amounts payable to the Club.

### **Payments and Default**

11. Each member shall pay to the Club, in such amounts and such manner as the Directors shall fix from time to time, application fees, membership dues, subscriptions and any other charges.
12. Only the Directors may prorate or refund membership dues.
13. If the Secretary has notified a member of the amount the member owes the Club, and the Secretary or the Treasurer does not receive payment of the amount owed within 30 days of the date of such notification the member shall be in default and the Directors may post notice of the default. If the Secretary or the Treasurer does not receive payment within 60 days of the date of initial notification, the member shall, at the discretion of the Directors, cease to be a member of the Club.
14. A member in default may apply to the Directors for an extension of time to pay. The Directors may refuse to grant the extension or may relieve the member from default and grant the extension on such terms and conditions as they see fit. A member to whom the Directors have granted such an extension is in default immediately upon failing to comply with any term or condition so imposed by the Directors and shall, at the discretion of the Directors, cease to be a member of the Club.
15. Nothing in these Bylaws and no extension of time to pay or other accommodation releases a member or former member of any liability to the Club or deprives the Club of any legal or equitable remedy it may have against a member or former member.

### **Standing, Discipline and Cessation of Membership**

16. The Directors may suspend or expel any member who, in their determination, has violated any of these Bylaws or any Rule or is guilty of misconduct. A member who has been suspended or expelled may appeal the suspension or expulsion to a general meeting of the members convened in accordance with these Bylaws and the *Act*.
17. All members are in good standing except members in default or under suspension.
18. Any member who is not in good standing shall not have any Privileges and shall not be entitled to receive notice of or vote at any meeting.
19. A person shall cease to be a member of the Club
- (a) by delivering his or her resignation in writing to the Secretary or by mailing or delivering it to the address of the Club;
  - (b) on his or her death;
  - (c) on being expelled;
  - (d) on having been a member not in good standing for 12 consecutive months; or
  - (e) on cessation of membership pursuant to Bylaw 12 or Bylaw 13.
20. No member may transfer his or her membership in the Club to any other person.

### **Guests**

21. A member may allow a guest to use facilities and equipment of the Club on the following conditions: Either the guest belongs to another Club that has negotiated with the Executive reciprocal privileges with the Club either specifically for an individual or for a group, or the guest is approaching the Club without introduction from their own club. In the case of the latter, the Guest must be introduced by a member as per the following terms:
- (a) The member shall ensure that:
    - (i) a member accompanies the guest at all times;
    - (ii) the guest obeys the Rules and any reasonable directions concerning the use of equipment or facilities;
    - (iii) before using any facilities or equipment of the Club the guest signs a waiver and release in a form approved by the Directors; and
    - (iv) all guests rowing at the Club are members of Rowing Canada Aviron through another organization within Canada, or by registration through the Club.
  - (b) No member shall introduce an individual as a guest more than 4 times per

year.

#### **Part 4 \_ Meetings of Members**

22. The Club shall hold general meetings at such times and places, in accordance with the *Act*, as the Directors decide, except that the Club shall hold an annual general meeting at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
23. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
24. The Directors may, when they think fit, convene an extraordinary general meeting.
25. On the requisition of 10% or more of the voting members of the Club, an extraordinary general meeting shall be convened in accordance with the provisions of the *Act*.
26. The Club shall give to members in good standing not less than 14 days' notice of a general meeting, specifying the place, day and hour of meeting and, in the case of Special Business, the general nature of that business. The notice will also be posted in a conspicuous location on premises the Club may occupy. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any person entitled to receive notice does not invalidate proceedings at that meeting.
27. Any member intending to make a motion at or otherwise bring business before any general meeting shall notify the Secretary of that intention in writing at least 10 days before the day of the meeting.
28. At the time of any general meeting,
- (a) if the number of members entitled to vote at a general meeting is 30 or more, 10% of those members present are a quorum;
  - (b) if the number of members entitled to vote at a general meeting is less than 30, then 3 of those members present are a quorum.
  - (c) If at any time during a general meeting a quorum ceases to be present, business then in progress shall be suspended until there is a quorum present or, if a quorum is not present within 30 minutes of the suspension of business then the meeting shall be terminated or stand adjourned in accordance with Bylaw 29.
29. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

### 30. Chair of a General Meeting

- (a) Subject to Bylaw 28(b), the President, the Rowing Captain or, in the absence of both, one of the other Directors present, shall preside at a general meeting.
- (b) If at a general meeting
  - (a) neither the President, Rowing Captain nor any other Director is present within 15 minutes after the time appointed for holding the meeting; or
  - (b) none of the Officers or Directors present is willing to preside, the members present shall choose one of their number to preside.

31. The person presiding at a general meeting may move or propose a resolution.

### 32. Voting at a General Meeting

- 1) Every member in good standing present at a general meeting is entitled to one vote except as noted in Bylaw 4.
- 2) Unless the members entitled to vote at a general meeting resolve otherwise, voting on a resolution is by show of hands, and voting for the election of Officers and Directors is by ballot.
- 3) In case of an equality of votes the person presiding shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 4) An abstention shall not be counted as a vote for or against a resolution.
- 5) Voting by proxy is not permitted.

33. Except for adjournment due to absence of a quorum, 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. It is not necessary to give notice of an adjourned general meeting or of the business to be transacted at an adjourned general meeting.

## **Part 5 \_ Directors and Officers**

33. The Officers of the Club are the President, Rowing Captain, Secretary and Treasurer.

34. The number of Directors is five or such greater number as may be determined at a general meeting.

35. The Officers, the immediate Past President and, in the event that there are more than five Directors as determined by the membership under bylaw 34, one or more

other persons are the Directors of the Club.

36. Duration of Terms

- a. The Directors of the association shall be elected for a term of two years except as indicated in bylaw 36b.
- b. Where elections are being held for the President and Rowing Captain at the same Annual General Meeting, the President's term shall be two years and the Rowing Captain's term shall be one year.
- c. At each annual general meeting any Director completing a full two year term shall retire from office and the members entitled to vote present at the meeting shall elect their successors.
- d. There shall be a separate election for each Officer and an election for the Directors who are not Officers, with the exception of the Past President who will have been determined by prior election as President.
- e. The President and the Rowing Captain may not be elected or appointed for a consecutive term after serving in the same office for a period exceeding four years, except by virtue of Bylaw 36f.
- f. If no successor is elected, the person previously elected or appointed continues to hold office.

37. Appointment of Directors

- a. The Directors may at any time and from time to time appoint a person not disqualified under Bylaw 40 as a Director to fill a vacancy among the Directors.
- b. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Club, but is eligible for re-election at the meeting.

38. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

39. The members may by special resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

40. No person is qualified to become or to act as a Director who is

- a. under the age of 18 years;
- b. found to be incapable of managing his or her own affairs by reason of mental infirmity;
- c. an undischarged bankrupt or insolvent;
- d. not a member in good standing;
- e. removed from office by a special resolution of the members.

41. A Director may resign from office by delivering his or her resignation in writing to the

Secretary or to the address of the Club. The resignation shall be effective upon delivery or such later date as the resignation may specify.

### **Part 6\_Powers and Duties of Officers and Directors**

#### 42. Authority of Directors

- a. Except for what the Club must do only in general meeting, the Directors, unless prohibited by these Bylaws, statute or other law affecting the Club, may do everything that the Club may do.
- b. No resolution, made by the Club in general meeting, invalidates a prior act of the Directors that would have been valid if that resolution had not been made.

#### 43. Without limiting the generality of Bylaw 42, the Directors shall manage or supervise the management of the affairs and finances of the Club and may

- a. make Rules;
- b. control and administer the facilities and equipment of the Club;
- c. order supplies, labor, maintenance and repairs;
- d. arrange regattas, sporting activities and entertainments;
- e. engage servants in the name of the Club, including but not limited to managerial and coaching staff; and
- f. delegate to managerial staff, to the extent the Directors see fit, the authority set out in this Bylaw 43b, c and d and the authority to engage coaching staff.

#### 44. Unless the Directors provide otherwise, the Officers have the following powers and duties.

- a. The President is the chief executive officer of the Club and
  - (i) supervises the other officers in the execution of their duties;
  - (ii) chairs all general meetings and meetings of the Directors;
  - (iii) serves *ex officio* as a member of all committees established by these Bylaws or the Directors;
  - (iv) officiates at Club functions; and
  - (v) has such other powers and performs all other duties that a president normally has or performs.
- (b) The Rowing Captain assists the President in the performance of his or her duties and assumes the duties of the President in his or her absence. Additionally, the Rowing Captain is responsible for the rowing operations of the Club.
- (c) The Secretary
  - (i) prepares and has custody of all minutes of meetings of the Club and meetings of the Directors;
  - (ii) maintains and keeps all records, except financial records, of the Club, including but not limited to the Register of Members, as

- required by the *Act*;
  - (iii) conducts or supervises the conduct of correspondence;
  - (iv) issues notices of meetings of the Club and Directors;
  - (v) has custody of the corporate seal of the Club; and
  - (vi) has such other powers and performs such other duties as these Bylaws or the Directors may require.
- (d) The Treasurer
- (i) prepares or supervises the preparation of and maintains all books of account, monthly reconciliations, financial statements and other financial records of the Club, including but not limited to records of
    - (A) all money received and disbursed by the Club and the matter in respect of which each receipt and disbursement took place,
    - (B) every asset and liability of the Club, and
    - (C) every other transaction affecting the financial position of the Club;
  - (ii) keeps such additional financial records as may be necessary to comply with the *Act*;
  - (iii) furnishes financial documents and information as required by the *Act* and the Directors; and
  - (iv) has such other powers and performs such other duties as these Bylaws or the Directors may require.

## **Part 7 \_ Proceedings of Directors**

### 45. Meetings of Directors

- a. The Directors may meet together at the times and places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- c. The President shall preside at all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Rowing Captain shall preside. If neither is present the Directors present may choose one of their numbers to preside at that meeting.
- d. A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.

46. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

47. The person presiding at a meeting of the Directors may move or propose a

resolution.

48. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

49. Voting at meetings of the Directors

- a. Questions arising at a meeting of the Directors shall be decided by a majority of votes.
- b. In case of an equality of votes the person presiding does not have a second or casting vote.

50. Delegation and Committees

- a. The Directors may delegate any, but not all, of their powers to committees consisting of at least one Director and other persons as they think fit.
- b. A committee so formed in the exercise of the powers so delegated shall conform to any requirements the Directors may impose on it, and a Director sitting on each committee 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.

51. Voting Procedures

- a. Questions arising at a meeting of a committee shall be decided by a majority of votes.
- b. In case of an equality of votes the person presiding does not have a second or casting vote.

52. Any Director missing three consecutive regularly scheduled meetings of the Directors, where those meetings have been scheduled fourteen days in advance shall be terminated from their position, unless the other Directors present at the third missed meeting resolve to reinstate the Director.

### **Part 8 \_ Seal and Execution of Documents**

53. The Directors may provide a corporate seal for the Club and may destroy a seal and substitute a new seal in its place.

54. All documents, including but not limited to signing of cheques, in connection with the affairs of the Club shall be signed by such persons in such manner as the Directors from time to time may prescribe. The corporate seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed, documents shall be signed by and the seal affixed in the presence of the President and either the Secretary or the Treasurer.

### **Part 9 \_ Borrowing**

55. For the purposes of the Club, the Directors may, on behalf of and in the name of the Club, raise, borrow or secure the payment or repayment of money in such manner and upon such terms and conditions as they think fit, and, in particular but without limiting the foregoing, by the execution and delivery of a mortgage or mortgages, a security agreement or the issue of debentures.

56. The Club shall not issue a debenture without the sanction of a special resolution.

### **Part 10 \_ Auditor**

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

58. The Directors shall fill all vacancies occurring in the office of auditor.

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

60. The Club may remove an auditor by ordinary resolution.

61. The Club shall promptly inform an auditor in writing of appointment or removal.

62. No Director and no employee or servant of the Club shall be auditor.

63. The auditor is entitled to notice of and may attend general meetings.

### **Part 11 \_ Dues, Fees, Charges and Penalties**

64. Dues and Fees

- a. The Directors will recommend changes as they see fit to the Club dues and related annual fees to the membership for their approval at the Annual General Meeting.
- b. In the event that the membership does not pass a resolution to alter the dues and fees, the existing fees and dues shall remain in effect.

65. Charges

- a. The Directors have the authority to assign pricing for programs, goods and services offered equally to non-members and members.
- b. The Directors may delegate this authority to the staff, agent or servants of the organization.

66. Penalties

- a. The Directors have the authority to set penalties for infractions to the Bylaws, rules and regulations of the Club.
- b. Where penalties have been set or amended by a vote at a general meeting, they may not be subsequently altered by the Directors.
- c. The penalties must be publically posted in an appropriate location and can not be applied retroactively.
- d. Penalties may consist of fines, limits on access to programs, equipment or the Club and its premises, and suspension or termination of membership, or as otherwise determined by the Directors.

**Part 12 \_ Miscellaneous**

67. The fiscal year of the Club runs from October 1 of a year through September 30 of the next year, or such other period as the Directors may determine.

68. If authorized by ordinary resolution of the members, the Directors have the authority upon such terms and conditions as they may deem advisable, to affiliate the Club with any other society or club formed for the purposes of or similar to promoting and encouraging rowing, sculling, athletics, games, and amusements; and holding regattas and sports and in general promoting and encouraging the physical and social well-being of its members.

69. No notices or advertisements may be posted in facilities occupied by the Club unless first approved and countersigned by the Secretary.

70. Club Colours

- a. The Club uniform is black leggings or shorts, with a white top. There will be two horizontal hoop stripes, blue on top of green, below the arms on the top.
- b. The Club oars will be white with blue and green vertical stripes of equal width separated from the outer tip of the oar by a white stripe of equal width.

71. Any member in good standing may make a complaint. The member shall make the complaint in writing, sign it and deliver it to the Secretary, or, if the Secretary is unavailable, another Director. The Directors shall deal with the complaint at their next meeting after its delivery. No member shall call upon the Directors to take notice of an oral complaint.

72. Any member who negligently or willfully damages equipment or facilities of the Club shall indemnify the Club for all costs of repairing or replacing such equipment or facilities unless the Directors decide otherwise.

73. In the event that a representative of the Club is not able to attend the Annual General Meeting of either Rowing BC or Rowing Canada Aviron, the Club delegates its vote to the President of Rowing BC to act on its behalf.

74. These bylaws shall not be altered or added to except by special resolution.

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August 31, 2008