

**FORM 3
SOCIETY ACT
CONSTITUTION**

1. The name of the Society is, STEVESTON ATHLETIC ASSOCIATION.
2. The purposes of the Society are:
 - A. To function as a community based sporting club in the sport of Triathlon, duathlons and the individual discipline sports of running, cycling and swimming;
 - B. To promote, encourage, and develop the widest participation in these sports,

BYLAWS

PART 1 - DEFINITIONS

- 1.1 In these by-laws unless the context otherwise requires:
 - (a) Society means the Steveston Athletic Association Society;
 - (b) Directors mean the directors of the Society for the time being;
 - (c) Society Act means the Society Act of the Province of British Columbia from the time in force and all amendments to it;
 - (d) Registered Address of the members means his address as recorded in the Register of Members;
 - (e) Executive means the Executive Committee as defined herein;
 - (f) Member in Good Standing is a member who has paid membership dues as prescribed by the Society and is not subject to a disciplinary investigation or action of the Society.
 - (g) Triathlon means triathlon, winter triathlon which could include ski, snowshoe, canoe and also duathlons of run, cycle and other multi-disciplined endurance events associated with our northern climate, and excluding the traditional decathlon, pentathlon, and ski/shoot biathlon which are part of existing Provincial Governing Bodies.
- 1.2 The definitions in the Society Act on the date these by-laws became effective apply to these bylaws.

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

PART 2 - MEMBERSHIP

2.1 Any person may become a member by making application to the Society and upon payment of the membership fee. Members are restricted to those 19 years of age and older. No geographical restriction shall be imposed.

2.2 Membership in the Society is not transferable.

2.3 Every member shall uphold the Constitution and comply with these by-laws.

2.4 Membership fees in the Society shall be determined from time to time by members at a general meeting, upon recommendation from the board.

PART 3 - SUSPENSION OF MEMBERS

3.1 The conditions under which membership in the Society ceases:

- (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 his death, or in the case of a club, on dissolution;
- (c) on being expelled, or
- (d) on having been a member not in good-standing for thirty (30) days.

3.2 (a) The Directors shall have the power by vote of two-thirds (2/3) of those present at a duly convened meeting to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming, or in conflict with the interest or reputation of the Society or who willfully commits a breach of Constitution, By-laws, or Rules and Regulations of the Society.

- (i) No member shall be expelled or suspended as aforesaid without being notified of the charge or complaint against him or without having first been given the opportunity to be heard by the Directors at a meeting of the said Directors called for that purpose.
- (ii) Notice of intention to suspend or expel a member, setting forth the reasons for such intended suspension and fixing the time and place for the meeting at which the resolution to suspend shall be heard by the Directors shall be sent to the last known address of such member not less than fourteen (14) days prior the meeting.
- (iii) Notice of the Directors shall be conclusively deemed to have been properly

given if mailed to the last known address of such member at least fourteen (14) days prior the meeting.

(b) A suspended or expelled member may appeal his suspension by giving written notice of intention to appeal to the Secretary of the Society setting out in such notice the grounds for Steveston Athletic Association Constitution his appeal. The Secretary shall give notice to the subject member and the Directors fixing a date for the appeal hearing not more than thirty (30) days after receipt of such notice by the expelled or suspended member. The time period may be abridged by mutual consent. An ad-hoc appeals committee will be formed consisting of three (3) Members in Good Standing of the Society, one of whom will be selected by the suspended or expelled member, one of whom will be selected by the President of the Society, and one of whom will be selected by mutual agreement between the subject member and the President. The committee shall hold the appeal hearing and by majority vote determine whether the sanctions are appropriate. The decision of the appeals committee will be binding.

PART 4 - GOVERNMENT OF SOCIETY

4.1 (a) The Society shall receive its direction under the guidance of its members at the Annual General Meeting.

(b) The Society shall follow the provisions and guidelines of the Society Act.

(c) The affairs of Steveston Athletic Association shall be conducted so as to promote the purposes of the Society and the Society shall not carry on its activities for the purpose of the personal financial gain of its members. The provisions of this paragraph are unalterable.

(d) All meetings of the Society will govern itself according to the parliamentary procedures as laid out in Roberts Rules of Order Revised.

PART 5 - FINANCES

5.1 (a) The fiscal period of the Society shall terminate on March 31st of each year, or at such date as the executive board by resolution determines.

(b) The remuneration paid to every officer, employee, or agent shall be clearly and identifiably reported in the financial statements.

(c) The financial statements shall be approved by the Board of Directors, and the approval shall be evidenced at the foot of the balance sheet by the signature of two of the directors.

5.2 The annual membership fee will be due April 1st of each year, in the amount as determined by the members of the board.

PART 6 - ANNUAL GENERAL MEETING

6.1 The Annual General Meeting shall be held once every calendar year and not more than 15 months after the adjournment of the previous Annual General Meeting.

6.2 The Annual General Meeting will:

- (a) hear and receive reports and statements as required by the Society Act;
- (b) approve a financial report;
- (c) hold election of directors;
- (d) appoint an auditor or instruct the Executive to appoint no less than 3 Directors to act as members of the financial committee, and
- (e) transact any other business properly brought before the meeting.

PART 7 - SPECIAL GENERAL MEETING

7.1 The executive board may call a special general meeting of members for the transaction of any business, the nature of which is specified in the notice calling the meeting.

7.2 A special meeting shall be called upon written request by 10% or more registered members provided such requests:

- (a) states the purpose of the special meeting;
- (b) be signed by those members requesting the meeting, and
- (c) be delivered or sent by registered mail to the address of the Society.

PART 8 - NOTICE OF MEETING

8.1 Notice of time, place and date of general or special meetings shall be mailed at least fourteen (14) days prior to the meeting date. The general nature of the business to be conducted there shall also be contained in the notice. This notice may be given by electronic mail, electronic bulletin board, another electronic medium accessible by all members or by mail.

PART 9 - QUORUM

9.1 (a) A quorum exists when there are present, in person or by proxy, twenty percent of the club members as referred to in these by-laws.

(b) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

9.2 If within thirty (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; but in any other case, it shall proceed with the members in attendance. Forthwith after the meeting, the minutes of the meeting shall be posted on the Steveston Athletic Association website. If thirty (30) days after such posting, a written request for a special meeting seeking to rescind business passed at the meeting has not been received by the Society, then all business transacted at the meeting shall be deemed to have been lawfully passed.

PART 10 - VOTING

10.1 (a) Each registered member in good standing, as recorded in the membership registry fourteen (14) days prior to the meeting, excluding associate members, shall be entitled to attend and speak at all general meetings of the Society and shall be entitled to one (1) vote on any question put to a vote as such general meeting.

(b) At all meetings of the members of the Society, every question shall be determined by a majority vote, except constitutional changes which requires 75% of the votes recorded or unless otherwise required by the Society Act.

(c) Voting may be by show of hands or secret ballot at the discretion of the chair; except that the voting for directors and officers shall always be conducted by secret ballot.

(d) Prior to the general meeting the Secretary of the Society shall be notified in writing of the names of the registered members.

PART 11 - ELECTION OF OFFICERS

11.1 (a) The following officers of the Society shall be elected for one year terms:

- (i) The President of the Society;
- (ii) The Vice President;
- (iii) The Treasurer;
- (iv) The Secretary and
- (v) Three (3) Directors at Large

Each director shall hold office until the first annual general meeting after election to office

11.2 (a) Separate elections shall be held for each table officer.

(b) The directors positions will be filled by members voting for one (1) only, or combination of required names in the election of several positions, or none at all. A majority elects.

11.3 No person shall be eligible to serve as a director unless he holds a current membership with the Society.

PART 12 - EXECUTIVE BOARD

12.1 Unless otherwise decided by the general meeting, the executive shall consist of:

- (a) The President of the Society;
- (b) The Vice President;
- (c) The Treasurer;
- (d) The Secretary, and
- (e) Three (3) Director at Large
- (f) Past President (non voting)

PART 13 - DUTIES OF THE EXECUTIVE BOARD

13.1 The duties of the executive board are:

(a) To perform the functions and directions of the general meeting between general meetings.

(b) To supervise and exercise guidance over the work of standing committees;

(c) To make rules and regulations as they deem necessary to facilitate the functioning of the Society, subject to the approval of the members at the next following general meeting, and such rules and regulations are binding on the members and those participating in the Society's programs, and

(d) No rule made by the Society in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

13.2 If a vacancy in the directors occurs:

(a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. That vacancy may be filled by election at the next special meeting, or

(b) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

13.3 A director shall cease to hold office in the event:

(a) The person resigns his office by delivering a written resignation to the secretary of the Society;

(b) The person's current membership with the Society expires and he fails to renew the same;

(c) The person becomes ill and so is unable to fulfill his duties;

(d) If at a special general meeting of the members a resolution is passed by three-quarters (75%) of the members represented at the meeting that he is removed from office, at which time a successor to complete the term of office may be elected, and

(e) On death.

PART 14 - PROCEEDINGS OF DIRECTORS

14.1 (a) Meetings of the board of directors shall be held at least quarterly, and may be convened by the President at any time or place.

(b) The quorum necessary for the transaction of business at any directors meeting shall not be less than four (4).

(c) The President may be chairperson of all meetings of the directors and executive; but if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice President shall act as chairperson, but if neither is present the directors may choose one of their members to be chairperson at that meeting.

(d) Directors may at anytime request a meeting of the Board, and the secretary, upon receipt in writing of such a request, shall convene a meeting of the directors.

14.2 (a) The directors may carry out their functions through committees. Such committees shall have a liaison director on the committee and on behalf of the committee, report back to the Board of the Directors for ratification, information, or decision.

(b) Committee members shall be members of the Society and other than the liaison director may be selected from the membership at large at the discretion of the Board.

(c) Any committee formed by the Board of Directors shall conform to any rules that may from time to time be imposed on it by the directors.

PART 15 - DUTIES OF THE OFFICERS

15.1 President: Shall be ex-officio member of all committees. When present, may preside at all meetings of the Society and of the executive board. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

15.2 Vice President: Will carry out the duties of the President during his absence.

15.3 Treasurer: Will receive all money which is paid to the Society. The Treasurer shall be responsible for depositing same in a registered chartered bank. The Treasurer will account for the funds of the Society, and keep proper record of said funds, receipts, books and disbursements necessary, as laid out by the executive board and the provisions of the Society Act. The Treasurer will present an accounting whenever requested by the board and will prepare a statement of financial position of the Society, as required by the Society Act, for the Annual General Meeting.

15.4 Secretary: Shall keep the records of all activities of the Society and the executive board and keep minutes of the same. The Secretary shall preserve and keep custody of the minutes. The Secretary shall keep complete records of the memberships and addresses, and shall be custodian of all documents of value and other properties. The Secretary shall take charge of all correspondence. The Secretary shall file the annual report and the statement of financial position of the Society as required by the Society Act.

15.5 Directors at Large: Directors at Large are to fulfill any duties needed as requested by the President, Vice President, Treasurer and Secretary.

15.6 Past President: Shall assist newly elected President of Society and Board of Directors for a one (1) year term of transition. The Past President position does not hold Director voting privileges.

PART 16 - BANKING

16.1 The executive board shall designate, by resolution, a minimum of two (2) officers, with a choice between three (3), authorized to transact the banking business of the Society, or any part thereof, that the executive board has designated as the Society's business, including: the power to make, sign, draw, accept, endorse, lodge, or deposit or transfer, cheques, drafts, money orders for the payment of money.

PART 17 - BORROWING

17.1 The Society shall be empowered to borrow money and for this purpose to execute and deliver notes, bills of exchange, and to give security upon any of its assets, PROVIDED HOWEVER that such borrowing powers of the Society shall be exercised only upon special resolution at an extraordinary general meeting of the Society called for that purpose and such resolution shall specify the purpose of the borrowing and shall limit the amount of funds to be borrowed and the terms thereof.

PART 18 - AMENDMENT OF THE CONSTITUTION AND BYLAWS

18.1 The constitution and Bylaws of the Society may be amended, enacted, or repealed by the

executive board, and sanctioned by at least 75% of the votes cast at a meeting of members duly called.

PART 19 - DISSOLUTION

19.1 In the event that Steveston Athletic Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall, within one year, be turned over to another organization(s) promoting the same purposes of Steveston Athletic Association or to a recognized charitable organization in the Province or elsewhere in Canada, as directed by the members. This clause with respect to dissolution shall be unalterable.

WITNESS(ES) APPLICANTS FOR INCORPORATION

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Dated: _____