



Constitution and Bylaws
of the
B.C. Seniors Games Society

Bylaw Amendments Ratified **September 15, 2022** at BCSGS AGM
Society Act – Copy of Resolution Filed: **September 2022**

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER
S-22657



Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

SOCIETY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

B.C. SENIORS GAMES SOCIETY

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

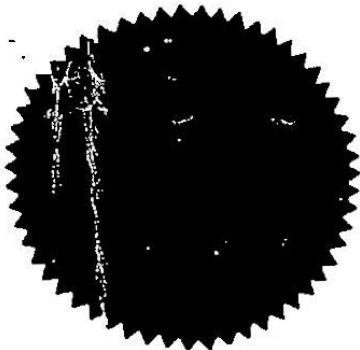
GIVEN UNDER MY HAND AND SEAL OF OFFICE :

AT VICTORIA, BRITISH COLUMBIA,

THIS 10TH DAY OF JULY, 1987

A handwritten signature in cursive script, appearing to read "B. Beckwith".

B. BECKWITH
ASST. DEPUTY REGISTRAR OF COMPANIES



Constitution

1. The name of the Society is the B.C. Seniors Games Society.
2. The purposes of the Society are to:
 - a) Promote active participation in sport, recreation, cultural, educational and creative activities;
 - b) Demonstrate the values and abilities of seniors and create an awareness of their contribution to the Canadian lifestyle;
 - c) Encourage physical, social, and creative achievements through participation and friendly competition;
 - d) Engender a sense of community spirit by providing the opportunity and catalyst for bringing seniors, their families, and the community at large together to become involved in the 55+ BC Games.

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Bylaws

Part 1 - Interpretation

1. Definitions in the Society Act apply to these Bylaws.
2. In these Bylaws, the words importing singular include the plural and vice versa; words importing a male person include a female person.
3. Unless the context required otherwise, terms appearing in these Bylaws have the following meanings:
 - a) Society Act - The Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - b) Society - B.C. Seniors Games Society;
 - c) Director - A member of the Board of Directors for the time being, whether elected by the membership as a whole or appointed by the competent authority as detailed in these Bylaws;
 - d) Board - Means the Board of Directors of the Society;
 - e) Senior - A person 55 years of age or older;
 - f) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
 - g) If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be will prevail.

Part 2 - Zones

1. The Society shall establish 12 Zones within the province.
2. Each of the Zones shall be organized as established by the Society.
3. The Constitution and Bylaws of the Society shall apply to the Zones of the Society, with the exception of the terms of office of the Chair/President of the Zone.

Part 3 - Membership

7. a) The members of the Society are those persons who have applied for membership, in accordance with these Bylaws and have not ceased to be members.

- b) The members of a Zone are required to be members of the Society.
8. There shall be four classes of membership in the Society.
- a) Individual: Open to all persons 55 years of age or older who reside in British Columbia. An Individual Member shall have one vote and may hold office in the Society.
 - b) Associate: Open to individuals 19 years of age or older. An Associate Member shall enjoy the privileges of the Society but shall not be entitled to vote or hold office.
 - c) Honorary: The Board of Directors at a meeting of the Board may approve issuance of an annual Honorary Lifetime Membership to an individual that has shown exemplary long time service to the Association and where it deems such action would be in the interest of, and beneficial to, the Society. Honorary membership does not carry voting privileges.
 - d) Zones: Organized and established by the Society as set out in Part 2 of these bylaws. Each Zone shall submit "Voting" delegates on their behalf. All other members of the Zones shall be non-voting.
 - e) The sum of the Honorary and Associate Members shall not exceed the number of Individual Members.
9. Application for membership may be made to the Directors or Registrars and upon acceptance by the Directors or Registrars of the Society the person becomes a member.
10. Every member shall uphold the Constitution and comply with these Bylaws.
11. Annual membership dues shall be determined by the Board of Directors.
12. A member shall cease to be a member of the Society;
- a) on death, or
 - b) by delivering the member's resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - c) on having been a member not in good standing for a period of one year, or
 - d) on having been expelled.
13. Members not in good standing are those whose fees have not been paid.
14. a) A member may be expelled by a special resolution of the members passed at a General Meeting.

- b) The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

Part 4 - Meetings of Members

- 15. General Meetings of the Society shall be held at such time and place as the Board determines.
- 16. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 17. General Meetings may be held as decided by the Board of Directors and the membership from time to time. Not less than 14 days written notice of a General Meeting of the Society shall be given to its members.
- 18. An Annual General Meeting shall be held during the 55+ BC Games in every calendar year. Not less than 14 days written notice shall be given every member entitled to receive notice. (In accordance with the Society Act.)
- 19. The Annual General Meeting shall be held in British Columbia.
- 20. Special General Meetings: The Board of Directors may, whenever necessary, call a Special General Meeting. Notice shall be given in accordance with the Society Act:
 - a) Not less than 14 days written notice shall be given every member entitled to receive notice. The place, date, hour and general nature of the business shall be specified.
 - b) The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members to receive a notice does not invalidate proceedings of that meeting.
 - c) Every member whose name appears on the register of members in good standing on the day the notice is given, and the Auditor, are entitled to receive notice of the meeting.
 - d) The Directors of the Society, on the requisition of 10% or more of the voting members of the Society, in this section called the requisitionists, shall convene a Special General Meeting of the Society without delay.
 - (1) The requisition shall:
 - (i) state the purpose of the Special General Meeting;
 - (ii) be signed by the requisitionists; and

- (iii) be delivered or sent by registered mail to the address of the Society, and may consist of several documents in similar form each signed by one or more requisitionists.
- (2) If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a General Meeting, the requisitionists, or a majority of them, may themselves convene a General Meeting to be held within 4 months after the date of the delivery of the requisition.
- (3) A General Meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as General Meetings are convened by the Directors.

21. Special Business is:

- a) All business of an Extraordinary General Meeting except the adoption of rules of order; and
- b) All business that is transacted at an Annual General Meeting, except;
 - (1) the adoption of the rules of order;
 - (2) the consideration of the financial statements;
 - (3) the report of the Directors;
 - (4) the report of the Auditor, if any;
 - (5) the election of the Directors;
 - (6) the appointment of the Auditor, if required; and;
 - (7) such other business as, under these Bylaws, ought to be transacted at an annual general meeting.

22. Quorum:

- a) A quorum is a majority of the Zones represented with a minimum of 21 members present at a General Meeting.
- b) No business, other than the election of a **Chair** and the adjournment or the 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, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- d) Board of Directors: A quorum shall be 9 members present and must include two members of the Executive.
- e) If, within 30 minutes of the time appointed for a Special Meeting to commence, a quorum is not present, the meeting shall be terminated.

- f) If, within 30 minutes of the time appointed for a General Meeting a quorum is not present, the meeting shall be adjourned and the Executive Committee is authorized to complete urgent business.
- g) If, at an Annual General Meeting, a quorum is not present within 30 minutes of the time appointed for the meeting to commence, the meeting shall be adjourned for 14 days; and, if at the adjourned time no quorum is present, the members shall constitute a quorum. If no **Chair** is present, the members may elect one of the members present.
- h) Presiding Officer: The President, Vice President or the immediate Past President, in descending order of precedence, shall preside as the **Chair** of a Special or General Meeting. If none are present within 30 minutes of the time set for the meeting to commence, the meeting shall not be called to order, except in the circumstances outlined in g) above.
- i) Board Meetings: Any member in good standing may request to attend a Board of Directors Meeting, except in-camera sessions, but attendance at a Board of Directors Meeting shall be limited to the Board Members and invited guests, which may include a member who requested to attend. If a member wishes to speak at a Board meeting prior notice should be given in order to be included on the agenda. The Board may waive prior notice by an ordinary motion.

23. Voting:

- a) There shall be a system of delegate voting at all Society meetings; each delegate shall have one vote. The number of voting delegates shall be established at each Annual General Meeting of the Society up to and including the next Annual General Meeting of the Society.
- b) Voting shall be by a show of hands except in the case of election for office where more than one candidate is contesting the office or when the vote involves the expulsion of a member then the vote shall be by ballot.
- c) There shall be no proxy votes.
- d) Any member may speak to a motion.

24. Rules of Order: All meetings of the Society or its Committees shall be conducted in accordance with Robert's Rules of Order, except when these Orders are inconsistent with the Constitution and Bylaws of the Society.

Part 5 - Directors and Officers

25. Executive Committee: The Executive Committee shall consist of a President, Vice President, Secretary-Treasurer, Chair – Communications Committee,

Chair - Development Committee, Chair – Marketing/Sponsorship Committee, and the Past President. All members of the Executive Committee, with the exception of the Past President, are elected at the Annual General Meeting. The Executive Committee is the Officers of the Society.

26.
 - a) An Officer is a Director of the Society.
 - b) An elected Officer of the Society cannot be a Zone Representative.
 - c) An Officer of the Society shall be elected for two year terms, with the President, Vice President, and Chair – Development Committee being elected in the even numbered years, and the Secretary-Treasurer, Chair - Communications Committee, and Chair – Marketing/Sponsorship Committee, being elected in the odd numbered years.
 - d) The newly elected officers shall take office at the conclusion of the current 55+ BC Games.
27. Board of Directors: The Board of Directors shall consist of:
 - a) the Executive Committee, plus
 - b) a representative or appointee from each Zone.
28. There shall be designated areas in the province called Zones.
29. One member in good standing elected from each Zone shall serve as a Zone Representative on the Board of Directors of the Society.
30. Policies and Procedures and Directives: The Board of Directors shall have full power to make such standing rules as they see fit, provided such rules are not inconsistent with the Society's Constitution or Bylaws.
31. The Society is a volunteer organization; no Director or member shall be remunerated for being or acting as a Director or for holding any office in the Society. **The Director or member** may be reimbursed for reasonable expenses incurred while engaged on Society business.
32. The Society shall operate as a charitable organization and no Director or member may accrue personal benefit from any income payable to or otherwise available for the Society.
33. The Board may remove any Officer of the Society and appoint a Director to serve during the balance of the term. The Board of Directors may also appoint such agents and employ such persons as they may deem necessary to carry out the objects of the Society and such agents and employees shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors.

34. a) Directors representing each Zone shall be elected for a two-year term and may be elected for further terms; such elections being carried out at the Zone level;
- b) A member of the Executive or Board of Directors may be appointed by the Board of Directors to represent the Society on the Board of the Canada Senior Games Association.
- c) If such an appointee shall cease to be an Officer of the BC Seniors Games Society Executive or board of Directors, then the member shall relinquish the appointment forthwith; and
- d) A current member of the Society Executive or Board of Directors shall be appointed by the Board of Directors to fill the vacant position.

Part 6 - Elections and Appointments

35. The Executive Committee shall be elected at an Annual General Meeting.
36. Where a vacancy occurs in the Executive Committee, the Committee may appoint a member in good standing to fill the office for the balance of the term. An existing officer may hold a second position pending a formal election to fill the position so vacated.
37. Nominating and Election Committee: A Chair of the Nominating Committee shall be appointed by the President. The Chair shall recruit a committee of at least three members in good standing from the membership to seek out candidates for elected office in the Society. This committee shall conduct the elections at the Annual General Meeting. This shall be a **standing** committee.
38. Nominations from the Floor: Nominations may be made from the floor in addition to those reported by the Nominating Committee.
39. An election **shall be by ballot, except in the case where there is only one candidate and that candidate has been put forward by the Nominating Committee, in which case that single candidate is acclaimed without a motion or ballot.**
40. Office not Filled: If any office is not filled by the election at the Annual General Meeting, the balance of the Executive Committee have the authority to fill the vacancy in accordance with the items 36 and 37 above.
41. a) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
- b) 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 the exercise of those powers to the Directors.

Part 7 - Duties of Executive Committee and Board

42. Executive Committee: It shall be the responsibility of the Executive Committee to deal with matters pertaining to the Society as a whole in the interval between General Meetings.
- a) The President is the chief executive officer and shall:
 - (i) preside at all meetings of the Society and of the Board of Directors;
 - (ii) supervise the other Officers/Directors and staff in the execution of their duties;
 - (iii) by virtue of **the** office, be an ex-officio member of all committees operating within the Society, except the Nominating and Election Committee.

 - b) The Vice President shall:
 - (i) carry out the duties of the President **when the President is absent**;
 - (ii) perform other duties assigned by the President;
 - (iii) report to the President.

 - c) The Secretary/Treasurer shall:
 - (i) arrange for the keeping of minutes of all Executive, Board, and Members' meetings of the BC Seniors Games Society;
 - (ii) ensure that Notices of Meetings are issued;
 - (iii) ensure safe custody of all records and documents of the Society;
 - (iv) have custody of the common seal, if there is one;
 - (v) have custody of the funds and securities, if any;
 - (vi) keep such financial records and books of account as are needed to comply with the Society Act;
 - (vii) render financial statements to the Directors, members and others, as required;
 - (viii) perform other duties assigned by the President;
 - (ix) report to the President.

 - d) The Chair - Communications Committee shall:
 - (i) produce bi-annual newsletter (if funds available) or update on website;
 - (ii) produce news releases;
 - (iii) upon Games completion, provide a written report of the Games for the website;
 - (iv) prepare pamphlets/posters and booklet (if funds available) for printing;
 - (v) contact all stakeholders with Games information and updates;
 - (vi) perform other duties as assigned by the President;
 - (vii) report to the President.

 - e) The Chair - Development Committee shall:
 - (i) update the BCSGS Policies and Procedures Manual;
 - (ii) be responsible for the Long Range Planning;

- (iii) ensure the rules of the Society are revised, as necessary, for the selected Host Community Societies;
 - (iv) perform other duties as assigned by the President;
 - (v) report to the President
- f) The Chair - Marketing/Sponsorship Committee shall:
- (i) be responsible for the development of strategies for the marketing of the 55+ BC Games and securing of new sponsors;
 - (ii) maintain contact with and ensure the renewal of present sponsors;
 - (iii) perform other duties as assigned by the President;
 - (iv) report to the President.
- g) The Past President shall:
- (i) in the absence of the President and Vice President, take responsibility for their office in an acting role;
 - (ii) assume any other duties as the President may assign.
- h) The Board of Directors shall supervise the affairs of the Society subject to the Society Act.
- i) The Society shall file an annual financial statement and report in accordance with the requirements of the Society Act.
- j) The Directors of the Society may meet by other electronic means that permits each Director to communicate adequately with each other,
- (i) In the case of a meeting held by Conference Call, or other such electronic means, a quorum of a majority of the total number of Directors or appointees shall be established by requiring each Director or appointee to sign in and signify attendance.

Votes from each participating Director or appointee will be recorded by the Secretary and the result of the vote announced. The records will be retained by the Secretary until the conclusion of the next Board Meeting.

Security will be ensured by access to the "Conference Call" requiring a participant number established by the Secretary.

Part 8 - Borrowing

43. a) In order to carry out the purposes 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 limiting the generality of the foregoing, by the issue of debentures.

- b) No debenture shall be issued without the sanction of a Special Resolution.
- c) The members may by Special Resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.

Part 9 - Auditor

- 44. The Auditor shall be appointed at each Annual General Meeting, by ordinary resolution, to hold office until the close of the next Annual General Meeting.
- 45. An Auditor may be removed by an Ordinary Resolution.
- 46. An Auditor shall be informed forthwith in writing of appointment or removal.
- 47. No Director and no employee of the Society shall be Auditor.
- 48. The Auditor may attend general meetings.
- 49. The Auditor shall have access to the financial records upon request.

Part 10 - Constitution and Bylaws

- 50. On being admitted to membership, each member is entitled to receive a copy of the Constitution and Bylaws of the Society.
- 51. These Bylaws shall not be altered or added to except by Special Resolution, submitted in writing, to the President and B.C. Seniors Games Society office, 60 days prior to Annual General Meeting.

Proposed amendments to the Bylaws must be submitted in writing to the voting delegates and received by them not less than 14 days prior to the Annual General Meeting.

- 52. The operations of the Society are to be carried out principally in the Province of British Columbia. **This provision was previously unalterable.**
- 53. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accumulation to the Society shall be used for its purposes. **This provision was previously unalterable.**
- 54. In the event of dissolution of the Society, funds and assets remaining after payment of all debts and liabilities, shall be turned over to a recognized charitable organization in the Province of British Columbia, or elsewhere in Canada, as directed by the members at the time of dissolution. **This provision was previously unalterable.**

55. Any changes to the Bylaws of the Society requires passage by 2/3 of the voting members present at a "Meeting of the Members"; this includes any Special Resolutions presented to the membership at a "Meeting of the Members".

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