

Orienteering Association of British Columbia – Constitution and Bylaws

Revised June 2013

1 ARTICLE I: Title

The name of the Association shall be the “Orienteering Association of British Columbia” (OABC). OABC shall continue to be a member of Orienteering Canada.

2 ARTICLE II: Aims and Objectives

1. The OABC shall encourage, promote, and give leadership to Orienteering locally, provincially, and nationally.
2. The OABC shall annually sanction and supervise provincial and national competitions, including the BC Championships, the Western Canadian Championships, and the Canadian Championships.
3. OABC will support local member clubs with funding and encouragement for mapping projects, officials development, coaches training, technical training opportunities, and other related projects that enhance and develop the sport of orienteering within the local member club’s area,
4. OABC will facilitate the sharing of resources and expertise among member clubs as required to develop and/or maintain the sport of orienteering.

3 ARTICLE III: Location

The operations of OABC are to be chiefly carried on in the Province of British Columbia.

4 ARTICLE IV: Funds

The funds of the OABC not required for immediate use, may be kept on deposit in a bank or may be invested in such manner as the Executive from time to time determine. This clause is unalterable.

5 ARTICLE V: Dissolution

If, upon dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any properties whatsoever; that property shall not be paid to or distributed among the members, but shall be given or transferred to some other recognized Canadian Charitable Organization or Organization in Canada having objects similar to the objects of the Association. Such organization or organizations

shall be determined by a majority of members attending the first meeting on the dissolution of the OABC. This provision is unalterable.

6 ARTICLE VI: Non-Profit

The affairs of the OABC shall be conducted so as to promote the purposes of the OABC and the OABC shall not carry out activities for the purpose of the personal financial gain of its members. This provision is unalterable.

BYLAWS

The following are the Bylaws of the Orienteering Association of British Columbia, hereinafter referred to as "OABC."

1 Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. "Executive" or "Executive council" refers to the elected Board of Directors;
 - b. Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

2 Membership in OABC

2.1 Classification of Members

1. There are 4 categories of members:
 - a. Individual adult
 - b. Individual junior (a junior is classified as an individual under the age of 21)
 - c. Family
 - d. Group, such as youth groups, schools, cadets, or scouts.

2.2 Member in Good Standing

1. A member in good standing is defined as one who is a member in good standing of a member club; i.e. one who has paid the membership fees, and signed the documentation as required by the member club for the calendar year.

2.3 Membership Fees

1. Annual membership fees shall be determined at the Annual General Meeting.
2. Membership shall run from January 1st to December 31st.

2.4 Rights and Privileges of Members

1. Any individual or family member in good standing is entitled to:
 - a. Membership in Orienteering Canada.
 - b. To receive notice of any General Meeting of the OABC.
 - c. To attend and speak at any General Meeting of the OABC.
 - d. Exercise other rights and privileges given to members in these Bylaws.
2. Any OABC member club is entitled to:
 - a. Receive advice and support from the Executive in the running of their club.
 - b. Apply for financial assistance from OABC for specific club projects.

2.5 Suspension of Membership

2.5.1 Reasons for Suspension of Membership

1. The membership of an individual or group may be suspended by the Executive, at a general meeting called for this purpose, for a period of up to three months for any of the following reasons:
 - a. The member has failed to abide by the Bylaws.
 - b. The member has made a flagrant safety violation at a sanctioned event.
 - c. The member has disrupted meetings or functions of the OABC.
 - d. The member has through action, or inaction, caused harm to the OABC.

2.5.2 Notice to the Member

1. The affected member will receive written notice of the Executives' intention to deal with the infraction and the possibility of suspension.
2. The notice will be sent by registered mail to the address given on the member's current membership.
3. The notice will state the reason suspension is being considered.

2.5.3 Decision of the Executive

1. The member may address the Executive in person on the matter and may be accompanied by one other person.
2. The Executive will decide how the matter is to be dealt with and may restrict the time the member has to address the Executive.
3. The Executive may exclude the member from its discussion on the matter, including the vote.
4. The Executive's decision is final.

2.6 Termination of Membership

2.6.1 Resignation

1. Any individual, family, or group may end their membership by submitting their request in writing to any member of the Executive.
2. The withdrawal is effective from the date of receipt by the Executive.

2.6.2 Death

1. The membership of a member is ended on his death.

2.6.3 Expulsion

1. The OABC may, by Special Resolution at any General Meeting called for the purpose, expel a member for any reason deemed in the interests of the OABC.
2. The decision is final.
3. On the passing of the Special Resolution the name of the member is removed from the membership database, the member ceases to be a member on the date his name is removed.

2.6.4 Transmission of Membership

1. No right or privilege of any member is transferable to another person. All rights and privileges cease when the member resigns, dies, or is expelled from the society.

2.7 Continued Liability for Debts Due

1. Although a member ceases to be a member, by death, resignation or otherwise, he is liable for any debts owing to the OABC at the date he ceased to be a member.

2.8 Limitation on the Liability of Members

1. No member is, in his individual capacity, liable for any debt or liability of the OABC.

3 Meetings

3.1 Annual General Meeting (AGM)

3.1.1 Calling an AGM

1. The Annual General Meetings of the OABC shall be held each year.
2. A notice of the meeting and the agenda must be sent to the membership at least 21 days' prior to the meeting. It is permissible for this notice to be sent by email. The notice must contain the time, place, and date of the meeting, along with any items that require a Special Resolution.

3.1.2 Agenda for an AGM

1. The AGM must deal with the following matters:
 - a. Adopting the agenda
 - b. Adopting the minutes from the last AGM
 - c. Reviewing the President's Report
 - d. Reviewing the financial statements of the OABC, including the auditor's report, if applicable.
 - e. Electing the President, Treasurer, and Secretary
 - f. Electing Member's at Large
 - g. Considering matters specified in the meeting notice.

3.2 Extraordinary General Meetings

3.2.1 Calling an Extraordinary General Meeting

1. Extraordinary General Meetings may be called by:
 - a. the Executive.
 - b. an application in writing to the Secretary which is supported by 10% of the total voting membership, which must clearly state the purpose of such a meeting.
2. An Extraordinary General Meeting must then be called within 60 days' of the notice.
3. A notice of the meeting and the agenda must be sent to the membership at least 21 days' prior to the meeting. It is permissible for this notice to be sent by email.

3.2.2 Procedure at an Extraordinary General Meeting

1. The president, or in his absence another director, will preside over the meeting. If none are available, or do not wish to preside over the meeting, then a simple majority vote will choose a presiding chair.
2. A quorum of 20 voting members representing at least 3 OABC clubs must be present at all times during an Extraordinary General Meeting
3. If a quorum is not present within 30 minutes of the scheduled start of the meeting, the meeting must be rescheduled for the same day in the next week at the same time and the same place, and if at the rescheduled meeting a quorum is not present within 30 minutes of the scheduled time, the members present are considered a quorum.
4. The majority necessary for the passing of a Special Resolution of the OABC shall be three-fourths majority of those present at a duly constituted meeting for the propose of considering such Resolution.

4 Voting

4.1 Voting Procedure

1. The voting procedure at an AGM, General Meeting, or Extraordinary General Meetings will be as follows:
 - a. One member in good standing will put forward a motion;
 - b. A second member will second the motion;
 - c. All members present will vote for or against the motion. Vote will be conducted by a show of hands. A ballot will be used if five (5) or more members present request it.
 - d. The presiding chair will then announce the motion carried or defeated
2. A simply majority of 50% plus one (1) is required for a motion to be carried. In the event of a tie, the motion is defeated. The only exception to this is an Special Resolution, where three-fourths of those present must vote in favour for the motion to be carried.

4.2 Eligibility to Vote

1. Each person who holds an individual OABC membership and is 14 years of age or older is entitled to one vote if he is present.
2. Each member of a family membership is entitled to one vote if he is present and is 14 years of age or older.
3. No proxy votes are allowed.

5 Governance of OABC

5.1 Composition of the Board

1. The Board will consist of:
 - a. President
 - b. Secretary
 - c. Treasurer
 - d. A minimum of three (3) and a maximum of fifteen (15) Members' at Large may be elected at each AGM.
2. Chairpersons of sub-committees shall be appointed at the discretion of the Directors.

5.2 Election of Directors

1. Directors and Officers shall be elected at the Annual General Meeting.
2. Nominees must have a minimum of two (2) nominations to be considered.
3. Directors and Officers serve a one (1) year term, and are eligible to be considered for re-election for any number of terms.
4. Elected Officers automatically become Directors.

5.3 Role of the Board

1. Directors of the OABC shall:
 - a. have the power to fill any vacancies that occur on the Executive.
2. The Executive shall:
 - a. meet and act as required for the efficient conduct of the OABC's business with a minimum of four (4) meetings per year.
 - b. not be paid for their services as Executive, but their expenses on behalf of the Society may be defrayed by the OABC with a prior approval of the Executive.

5.4 Duties of the Officers

1. The duties and responsibilities of the Executive members shall be determined by the Executive, with the exception of those of the President, Secretary and Treasurer. These latter Officers shall have as their responsibilities the following:
 - a. President:
 - i. Shall preside over the meetings of the Executive as chair.
 - ii. Shall call meetings of the Executive as required by the affairs of the OABC and not less than four (4) times per year.
 - iii. Is to oversee the nomination and election of a new Executive at the end of his or her term.
 - iv. Will have signing powers in the contract and financial affairs of the OABC, in conjunction with the Treasurer.
 - v. Is tasked with generally promote the cause of the OABC and act as its spokesperson.
 - b. Secretary:

- i. Shall act as the recording secretary at Executive meetings and at the Annual General Meeting of the OABC.
 - ii. Is to distribute AGM and Executive meeting minutes to appropriate parties. That is, AGM minutes are to be distributed to all members, and Executive meeting minutes are to be distributed to the Board of Directors.
- c. Treasurer:
 - i. Shall keep the financial records of the OABC, prepare the annual financial statement and, with the President, act as signing officer of the Executive.
 - ii. Will keep accounts of all sums of money received and expended and the matters in respect of which the receipts and expenditures took place.
 - iii. Is to track assets and liabilities.
 - iv. Shall keep accounts of all other transactions affecting the financial position of the OABC.

5.5 Removal of Directors

1. Directors may be removed if:
 - a. The Director has failed to abide by the Bylaws.
 - b. The Director has made a flagrant safety violation at a sanctioned event.
 - c. The Director has disrupted meetings or functions of the OABC.
 - d. The Director has through action, or inaction, caused harm to the OABC.
2. Voting members may remove any Director before the end of his term. There must be a majority vote at an Extraordinary General Meeting called for this purpose.

6 Finance

1. The Financial Year of the OABC shall run from April 1 to March 31 each year. The accounts of the OABC will be balanced at March 31 each year and submitted, to the Executive.
2. The Board of Directors may choose, from time to time, to appoint an Auditor to examine the accounts and books. If engaged, the Auditor shall certify the correctness or otherwise of the OABC's accounts as presented to each AGM of the OABC.
3. All cheques written against OABC funds shall be signed by the Treasurer and either the President or his/her designate.

7 Seal

1. The Seal of the OABC shall be under the custody of the Executive and shall not be affixed to any instrument except by authority of a Resolution of the Board of Executives and in the presence of such officers or Executives as may be prescribed by such Resolution, such officers or Executives to sign over instrument to which Seal of the OABC is so affixed.

8 Records

1. The Executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and records of the OABC or any of them shall be opened to the inspection of members not being on the Executive.

9 Notices

1. A notice may be sent to a member via the most recent email address provided to his member club.
2. A notice is considered sent on the day the email is forwarded to the OABC members.
3. All notices shall be sent as per these bylaws.

10 Minutes

1. The Secretary or some other officer specially charged by the Executive with that duty shall maintain and have charge of the Minute Books of the OABC and shall record or cause to be recorded therein Minutes of proceedings of all meetings of members and Executive.

11 Bylaws

1. These bylaws cannot be amended or added to except by a Special Resolution at an Extraordinary General Meeting or Annual General Meeting.
2. These bylaws must be made available to all the OABC membership by way of the OABC website, and via mail or email within 10 days of request by a member.