

## **VOLKSSPORT ASSOCIATION OF BRITISH COLUMBIA CONSTITUTION**

1. The name of the society is:

"VOLKSSPORT ASSOCIATION OF BRITISH COLUMBIA"

2. The purposes of the society are:

- to contribute to the improvement of public health and fitness in British Columbia through public participation in programs of family-oriented, amateur, non-competitive, outdoor Volkssport activities such as walking, bicycling, swimming, snowshoeing and cross-country skiing, in accordance with the standards established by the Canadian Volkssport Federation:
- to promote and foster the organization, development and growth of Volkssport clubs throughout the Province of British Columbia;
- to unify individual British Columbia Volkssport clubs as members of the VOLKSSPORT ASSOCIATION OF BRITISH COLUMBIA and to promote their mutual cooperation, all within the Canadian Volkssport Federation.
- to represent the best interests of member Volkssport clubs through efficient and effective management of British Columbia Volkssport matters and through consultation with the Canadian Volkssport Federation.
- to act on behalf of the Canadian Volkssport Federation on matters as authorized, and as requested from time to time; and
- to publish and distribute periodically a newsletter describing British Columbia Volkssport programs, events, activities, and matters of general interest to provincial, national, and international audiences.

**VOLKSSPORT ASSOCIATION OF BRITISH COLUMBIA**  
**BYLAWS**

Here set forth, in numbered clauses, are the VABC bylaws providing for matters referred to in Section 6 (1) of the Society Act, and any other bylaws.

**Part 1— Interpretation**

1. (1). In these bylaws, unless the context requires otherwise:
  - a) "Affiliate Member" means the representative of any commercial or public organization, incorporated or unincorporated, whose primary purposes are compatible with the Society's Constitution;
  - b) "Associate Member" means any individual who is interested in Volkssport and no club exists in his/her area;
  - c) "Board" means the Executive and Directors of the Society;
  - d) "CVF" means the Canadian Volkssport Federation, being the national Volkssport organization for Canada;
  - e) "Director" means the Director/Sanctions, Director/Materials, Director/Website, Director/Publicity, Director/Mail-in Walks and Director(s) at Large;
  - f) "Executive" means the body comprised of the President, Vice President, Immediate Past President, or in the absence of the immediate Past President another Past President chosen by the Executive, Secretary and Treasurer of the Society;
  - g) "IVV" means the Internationaler Volkssport Verband, being the world senior volkssport organization;
  - h) "Member Club" means any Volkssport club, group or organization, whether or not incorporated, located in British Columbia whose main purpose is to engage in volkssport events, as approved by the Society and sanctioned by the CVF and which has been granted a national membership certificate by the CVF (the "Volkssport Club"), whose President or Contact has been granted Regular Membership in VABC;
  - i) "Registered Address of Members" means the address of members recorded in the register of members;
  - j) "Registered Address of the Society" means the address of the Registered Office of the Society recorded in the Corporate Registry;
  - k) "Regular Member" means the President of the Member Club, or in the absence of a President, another representative of the Member Club (the "Contact") as the context requires;
  - l) "Society" means the Society incorporated under the Society Act of British Columbia as the Volkssport Association of British Columbia (the "Society" or the "VABC").
- (2). The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa.

## **Part 2— Membership**

3. Membership in the Society shall be assigned by the Board to one of three categories: Regular, Associate and Affiliate.
4. (1) Upon application to the Board, Regular Membership may be granted to the President of any Volkssport Club in B.C., whose purposes include the advancement of the purposes outlined in the Society's Constitution, or, in the absence of a President, another representative of the Volkssport Club, the Contact.
  - (2) Regular Membership is renewable annually by payment to the Society of the required fee by January 1 each year.
  - (3) Regular Members shall uphold the Society's Constitution and comply with the bylaws and the rules and regulations of the Society, CVF and IVV.
  - (4) A Regular Member may:
    - a) exercise the right to vote at general meetings either directly or through his/her proxy delegate;
    - b) express their individual views at general meetings;
    - c) distribute the Society, IVV and CVF Achievement Awards, as authorized; and
    - d) review the financial statements of the Society at the Annual General Meeting.
  - (5) A Member Club may
    - a) sponsor Volkssport events as approved by the Society and sanctioned by CVF; and
    - b) use the IVV, CVF and the Society emblems according to current regulations.
- 5.(1) Upon application to the Board, Associate Membership may be granted to individuals where no club exists and who support the purposes as outlined in the Society's Constitution.
  - (2) Associate Membership is renewable annually by the payment of the required fee to the Society by January 1 each year.
  - (3) Associate Members shall uphold the Society's Constitution and comply with the bylaws and the rules and regulations of the Society, CVF and IVV.
  - (4) Associate Members shall encourage non-member participants in Volkssport to join and actively support the formation of a Volkssport Club.
  - (5) Associate Members may:
    - a) attend general meetings of the Society; and
    - b) express their individual views at general meetings.

- 6.(1) Upon application to the Board of the Society, Affiliate Membership may be granted to a representative of a commercial or public organization, incorporated or unincorporated, whose primary purposes include the advancement of the purposes outlined in the Society's Constitution.
- (2) Affiliate Membership is renewable annually by the payment of the required fee to the Society by January 1 each year.
- (3) Affiliate Members shall uphold the Society's Constitution and comply with the bylaws and the rules, and regulations of the Society, CVF and IVV.
- (4) Affiliate Members may:
  - a) sponsor Volkssport events held by their organization as approved by the Society and sanctioned by CVF;
  - b) attend general meetings of the Society; and
  - c) express their individual views at general meetings.
7. The annual membership fee shall be recommended by the Board and ratified by majority vote at the Annual General Meeting of the Society. The annual membership fee may be different for each category of membership.
8. (1) A Regular, Associate or Affiliate Member shall cease to be a member in good standing in the Society:
  - a) upon a written request for resignation by a Regular, Associate or Affiliate Member delivered to the registered address of the Society;
  - b) upon designation by the Society or CVF as inactive for a period of more than twelve (12) consecutive months;
  - c) upon non-payment of annual required fees for a period of more than twelve (12) months; or
  - d) upon being terminated or suspended by the Board for just cause.
- (2) On dissolution of a Member Club, any funds or assets remaining after all debts have been paid shall be transferred to the Society.
9. Membership in the Society is not transferable.

### **Part 3- Meetings of Members**

10. In accordance with the Society Act, any general meeting of the Society, including the Annual General Meeting, shall be held at the time and place that the Board decides. General meetings of the Society may be conducted in person or by a conference phone call.
11. Every general meeting of the Society, other than the Annual General Meeting, is an extraordinary general meeting.

12. (1) Forty-five (45) days written notice of the Annual General Meeting of the Society must be delivered to each Board Member and Regular Member and to the CVF. Fourteen (14) days written notice of the Annual General Meeting may be delivered to each Associate and Affiliate Member. Delivery of the written notice may be done by mail, fax or electronically (E-mail).
- (2) The Society must give not less than fourteen (14) days written notice of a general meeting, other than the Annual General Meeting, to the Regular Members but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. The Society may give fourteen (14) days written notice of a general meeting to each Associate and Affiliate Member. Delivery of the written notice may be done by mail, fax or electronically (E-mail).
- (3) Notice of a general meeting shall specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.
- (4) Notice of each general meeting shall remind the voting members that they have the right to vote by proxy.
- (5) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice or the CVF does not invalidate proceedings at that general meeting.

#### **Part 4- Proceedings at General Meetings**

13. (1) Club Presidents, Club Contacts or proxy delegates from three (3) Regular Member Clubs present in person, or on a conference call, or a greater number that the Regular Members may determine at a general meeting, shall constitute a quorum at a general meeting.
  - (2) No business other than the election of a chairman, if necessary, and the adjournment or termination of the meeting shall be conducted at a general meeting when a quorum is not present.
  - (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until a quorum is present, or until the general meeting is adjourned, in which case such business shall be terminated.
  - (4) If within thirty (30) minutes from the time appointed for holding a general meeting a quorum is not present, the general meeting shall stand adjourned until such later time and place decided by the Board.
14. The President of the Society, the Vice President, or in the absence of both, one of the other Executive members or Directors shall preside as chairman of the general meeting.
15. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at a reconvened general meeting other than the business remaining unfinished at the general meeting from which the adjournment occurred.
  - (2) When a general meeting is adjourned for fifteen (15) days or longer, notice of the reconvened general meeting shall be given as in the case of the original meeting.

16. Every motion or resolution proposed at a meeting shall be seconded and the chairman of a meeting may not move or propose a motion or resolution. Only Regular Members can propose or second motions or resolutions.
17. (1) Every Regular Member in good standing present in person or by conference call at a general meeting of the Society is entitled to cast one vote on behalf of his/her Member Club on any question, motion or resolution.
  - (2) Voting by Regular Members is by show of hands unless the chairman, with the approval of a majority of the Regular Members present in person or by conference call, adopts another method of voting.
  - (3) Regular Members may vote by the club President, by the club Contact or by a written proxy as issued by the club President or club Contact.
  - (4) A Member Club, through its President or its Contact, may only appoint as a proxy delegate one of its own members or a member of another Member Club in good standing to cast votes on its behalf.
  - (5) Each proxy delegate may cast votes for no more than three (3) Member Clubs.
  - (6) The format of each written appointment of a proxy delegate shall specify: the date and place of the general meeting, the name of the Member Club making the appointment, the signature of the President or Contact of the Member Club who is authorized to make the appointment, the date and place of the proxy appointment, and the nature of the items of business on which votes may be cast.
18. At all general meetings of the Society, every motion or resolution, except a special resolution, shall be decided by a majority of votes, unless otherwise specifically provided in these bylaws.
19. The chairman of the general meeting shall not vote on a proposed motion or resolution unless the number of votes cast by Regular Members for and against the motion, or resolution are equal; in which case, the chairman shall cast the deciding vote.
20. The rules contained in Robert's Rules of Order, as revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Society.

## Part 5- Board Members

21. The property and business of the Society shall be managed by the Board, comprised of the Executive and no fewer than three (3) Directors, subject to:
  - a) all the laws and bylaws affecting the Society;
  - b) these bylaws; and
  - c) rules and regulations, consistent with the bylaws, which are made from time to time by the Society in a general meeting.
22. An Executive member and a Director must be a member in good standing with a Member Club, an individual who is granted Associate Membership or a representative of a commercial or public organization which has been granted Affiliate Membership, and who is in good standing with the Society and a resident of British Columbia.
23. The Board shall be comprised of the following officers: President, Vice President, Immediate Past President, or in the absence of the immediate Past President another Past President chosen by the Executive, Secretary, Treasurer, Director/Sanctions, Director/Materials, Director/Website, Director/Publicity, Director/Mail-in Walks and one (1) Director at Large.
24. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
25. A member of the Executive or a single Director may hold more than one Director position on the Board.
26. The Executive and Directors shall be elected by Regular Members at the Annual General Meeting for a term of two (2) years. At the conclusion of the Annual General Meeting all members of the Executive and all Directors whose two-year term has been completed must step down. The final order of business at the Annual General Meeting is to elect members of the Executive and Directors in accordance with the following:
  - a) Separate elections will be held for each vacant position;
  - b) An election of an Executive member and a Director shall be by ballot or otherwise by acclamation; and
  - c) If no successor is elected, the person previously appointed or elected as an Executive member or a Director may continue to hold office.
27. (1) The Board may, by ordinary resolution, appoint a member in good standing of a Member Club in good standing as an Executive member or a Director to fill a vacant office.  
(2) An Executive member or Director so appointed shall hold office until the conclusion of the next Annual General Meeting, but is eligible for election at that meeting.

28. (1) The office of Board member shall be vacated if:
    - a) a written resignation is delivered to the President or Secretary of the Society;  
or,
    - b) a resolution is passed by fifty-one percent (51 %) of the Regular Members at a general meeting that he/she be removed for just cause.
  - (2) If a Board member resigns from his/her office or otherwise ceases to hold office the remaining Board members may appoint a member of a Member Club in good standing to take the position.
  - (3) No act or proceeding by the Board is invalid only by reason of there being fewer than the prescribed number of Board members in office.
29. No Board member shall receive any remuneration for being or acting as a Board member but he/she may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, in accordance with any applicable rules and regulations established by the Board.

#### **Part 6 - Proceedings of the Board**

30. Meetings of the Board shall be held at any place and time to be determined by the Board, providing that at least twenty-five (25) days' notice of such meetings shall be sent to each Executive member and Director.
31. No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken, and any Board member who is not notified by virtue of an error or omission may, at any time, waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken that meeting.
32. Meetings of the Board may be conducted in person or by a conference call.
33. The Board may from time to time establish the quorum necessary to transact business, and unless so established, the quorum shall be a majority of the Board members then in office.
34. The Board may exercise all such powers of the Society as are not required by the Society Act or by the bylaws to be exercised by Regular Members at a general meeting.
35. (1) The Board may delegate any, but not all, of their powers to standing and ad hoc committees comprised of Board members and Volkssport Club members, as they deem appropriate.
- (2) A committee so formed in the exercise of the powers Board shall conform specifically to the terms of reference and reporting requirements established for that committee by the Board.



- (3) The Board must appoint a Board member to a committee to serve as a chairman for its meetings and may meet, determine its own procedure, and adjourn as it considers appropriate.
36. For the first meeting of the Board held immediately following the appointment or election of a Board member at an Annual General Meeting of Regular Members, or for a meeting of the Board at which a Board member is appointed to fill a vacant office, if a quorum of the Board is present, it is not necessary to give notice of the meeting to the newly elected or appointed Board member for its meeting to be validly constituted.
37. (1) Questions arising at a meeting of the Board or a committee shall be decided by a majority of votes.  
(2) In case of an equal number of votes for and against a motion or resolution, the chairman shall cast the deciding vote.
38. Decisions of the Board adopted by majority vote taken by e-mail shall be recorded in the Minutes of the next Board meeting.
39. The Board is empowered to make expenditures for the purpose of furthering the interests and objects of the Society, and from time to time by resolution may delegate such authority to individual Board members.
40. The Board may take such measures as they deem appropriate to enable the Society to acquire or accept gifts, grants and donations of any kind for the purpose of furthering the interests and the objectives of the Society.
41. Unless otherwise ordered by the Board, the fiscal year of the Society shall terminate on the thirty-first (31st) day of December each year.

#### **Part 7- Duties of Executive Members and Directors**

42. (1) The President is the chief executive officer of the Society and shall advise the other officers in the execution of their duties.  
(2) The President shall:
  - a) preside at all meetings, except committee meetings, of the Society and the Board;
  - b) call all extraordinary meetings;
  - c) appoint Board members to standing and ad hoc committees on the advice of the Board;
  - d) represent the Society's interests in all matters;
  - e) act as ex officio member of all Society standing and ad hoc committees;
  - f) monitor all Society activities;
  - g) serve as the direct communications link between Regular Members of the Society and the executive committee of the CVF; and
  - h) present a President's Report at each Annual General Meeting.

43. The Vice President shall:
  - a) carry out the duties of the President in his/her absence;
  - b) assume responsibility for membership development and growth;
  - c) perform other related functions, on the request of the President; and
  - d) prepare an annual report.
  
44. The Immediate Past President, or another Past President chosen by the Executive, shall:
  - a) contribute advice on possible ways and means to address current issues and to avoid potential problems in the future;
  - b) ensure bylaws are kept current and revised as necessary; and
  - c) act as chair of the Nominating Committee and attempt to fill each position on the Board by members representing all the areas of British Columbia.
  
45. The Secretary shall:
  - a) ensure that Minutes of Board meetings and of general meetings are accurately transcribed, appropriately distributed and filed for safekeeping and ready access;
  - b) ensure official correspondence and documents are prepared for appropriate signatures, as requested by the Board;
  - c) maintain and have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
  - d) maintain the register of Regular, Associate and Affiliate Members; and
  - e) perform other such duties as directed by the Board.
  
46. The Treasurer shall:
  - a) keep full and accurate financial records, including books or accounts belonging to the Society, necessary to comply with the Society Act;
  - b) deposit all monies, securities and other valuable effects, in the name and to the credit of the Society, in such depositories as may be designated by the Board;
  - c) arrange payment actions for the Society accounts;
  - d) prepare and distribute invoices to Regular, Associate and Affiliate Members and for accounts receivable;
  - e) arrange for transactions with financial institutions; and
  - f) provide financial statements and reports to the Board and Regular Members, the Financial Reviewer, as appointed in Part 10, and others at meetings and when required.
  
47. In the absence of the Secretary or the Secretary Treasurer from a meeting, the Board shall appoint another person to act as Secretary at the meeting.

48. The Director/Sanctions shall:
- a) approve on behalf of the Society sanction requests from Regular and Affiliate Members;
  - b) sanction Volkssport events sponsored by Regular and Affiliate Members under the granted authority of CVF, and assign sanction numbers within the range designated by CVF;
  - c) distribute to Regular and Affiliate Members the slugs and statistics sheets for all approved sanctions;
  - d) submit to CVF completed sanction request forms and cheques for all annual fees on behalf of BC clubs;
  - e) receive from Regular and Affiliate Members changes to sanctioned events and forward those changes to appropriate VBC and CVF personnel;
  - f) collect statistics from Regular and Affiliate Members, maintain statistical records, and file required reports with CVF;
  - g) prepare annual statistics for British Columbia Volkssport activities; and
  - h) present a report at each Annual General Meeting.
49. The Director/Materials shall:
- a) arrange for the design, procurement and distribution of the Society equipment and material on the advice of the Board;
  - b) arrange for the design, printing and distribution of the Society forms, record books and other printed materials;
  - c) compile and maintain an inventory of the Society material;
  - d) coordinate with the Treasurer or Secretary Treasurer for the annual accounting of the Society material; and
  - e) present a report at each Annual General Meeting.
50. The Director/Mail-in Walks shall:
- a) act as 'Trail Master' for the walks i.e. make changes/improvements as appropriate and keep the walk instructions and maps up to date;
  - b) ensure that the latest directions and maps are given to the Director/Website for uploading to the website;
  - c) receive payments from walkers and mail out stamps on inserts or walk cards;
  - d) keep a record of cash received and expenses paid and give the cash balance and receipts to the Treasurer;
  - e) keep track of numbers of walkers and give to the Director/Sanctions at year end;
  - f) present a report at each Annual General Meeting.

51. The Director/Website shall:
  - a) ensure that the web site content is up to date throughout the year;
  - b) be responsible for improving or altering the design of the web site should changes become necessary;
  - c) work with the Director/Publicity as requested to coordinate the proofreading of documents listing proposed Volkssport events; and
  - d) present a report at each Annual General Meeting.
  
52. The Director/ Publicity shall:
  - a) under direction of the Board compose, proof read and publish Volkssporting BC;
  - b) invite/solicit articles from individuals and clubs;
  - c) work with the Director/Website to coordinate proofreading of documents listing proposed Volkssport events for the following year;
  - d) ensure that Volkssporting BC is available to clubs, individual Volkssporters and other interested parties by the beginning of the calendar year;
  - e) be prepared to produce other publicity materials on behalf of the Society; and
  - f) present a report at each Annual General Meeting.
  
53. The Director at Large shall undertake the duties as directed by the Board and shall:
  - a) present a report at each Annual General Meeting.

#### **Part 8—Seal**

54. The Board will provide a common seal for the Society and, as deemed necessary, destroy a seal and substitute a new seal in its place.
  
55. The common seal of the Society shall be affixed only when authorized by a resolution of the Board and then only in the presence of the President and Secretary, or President and Secretary Treasurer.

#### **Part 9— Borrowing**

56. In order to carry out the purposes of the Society the Board may, in the name of the Society, borrow money when authorized by Special Resolution as defined in the Society Act.

#### **Part 10 – Financial Review**

57. At any general meeting, the Society may, appoint a person to carry out a financial review, with or without further directions, and report back to the Society at another general meeting. The Financial Reviewer must state in his/her report an opinion as to whether the financial statements of the Society presents fairly the financial situation of the Society and the results of its operation for the period under review.

## **Part 11— Bylaws**

58. On receiving Regular Membership status, each Member Club is entitled to receive from the Society, without charge, a copy of the Society's Constitution and Bylaws of the Society as amended from time to time.
59. A copy of the Society's Constitution and Bylaws as amended from time to time will be distributed to each Associate and Affiliate Member who requests one.
60. These Bylaws may be repealed, replaced or amended by the text of a Special Resolution adopted by a majority of the Board and enacted by a vote of at least 2/3 (66 2/3%) of the members actually present or on a conference call at a general meeting in favour of the repeal, replacement or amendment. The repeal, replacement or amendment of such Bylaws shall not be enforced or acted upon until registered under the Societies Act.
61. Notice of proposed changes to the Bylaws shall be sent to all Regular Members with the notice of the Annual General or any special general meeting.

## **Part 12— Provisions in the Previous VABC Constitution that were Non-Purpose Provisions**

62. Provisions in the previous VABC Constitution that were non-purpose provisions are:
  3. The purposes of the society shall be carried out without purpose of gain for its Members, whether regular or associate, and any profits or other accretions to the society shall be used for promoting its purposes.

This provision was unalterable.
  4. On the winding-up or dissolution of this society funds or assets remaining after all debts have been paid shall be transferred to the Canadian Volkssport Federation.

This provision was unalterable.
  5. Paragraphs 3 and 4 of this constitution are unalterable in accordance with the SOCIETIES ACT of British Columbia.

