

Espada Alberni Fencing Club

Consolidated Constitution and By-laws

date of incorporation: 18 August 2004

Ministry of Finance
Corporate and Personal Property Registries
Registrar of Companies
P.O. Box 9431 Stn Prov Govt
Victoria, B. C. V8W 9V3

CONSTITUTION OF ESPADA ALBERNI FENCING CLUB

1. The name of the Society is “*Espada Alberni Fencing Club.*”
2. The purpose of the society is to promote, co-ordinate and further the interests of fencing in the Alberni Valley, and to ensure that club members and individual members of any classification work together for this mutual benefit. In fulfilling this purpose, the society may engage in some or all of the following operations, but shall not be limited to the following operations:
 - i. Engaging in the organization and staging of competitions for the recreational athlete and the sponsoring of such competitions.
 - ii. Assisting in the provision of coaching at the high school, college, community and recreational levels.
 - iii. Assisting in the promotion of publications which relate to fencing.
 - iv. Assisting travel in connection with fencing.
 - v. Soliciting and procuring funding from governmental, public and private sources.
 - vi. Entering into affiliation or reciprocal arrangements with any other organization it is considered advisable in order to further the purpose of the Society.
3. In the event that Espada Alberni Fencing Club 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 in the Province of British Columbia or elsewhere in Canada as directed by the members. This provision is unalterable.

BY-LAWS OF ESPADA ALBERNI FENCING CLUB

PART 1: INTERPRETATION

1. Terminology
 1. In these by-laws, unless the context otherwise requires,
 - a. “directors” means the directors of the Society for the time being.
 - b. “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.
 - d. “registered address” of a member means his address as recorded in the register of members.
 2. The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

PART 2: MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those individuals or organizations who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
4. An individual or organization may apply to the directors for membership in the Society and on acceptance by the directors, shall be a member.
5. The categories of membership are as follows:
 - i. **Affiliated membership.** Any individual or organization in the Province of British Columbia whose objectives coincide with those of the Society may apply for Affiliated Membership.
 - ii. **Individual membership.** Any individual may apply for Individual Membership in any one of the following sub-categories:
 - a. **Competitive:** For individuals who wish to be eligible for competition as amateurs in Canadian Fencing Association and/or British Columbia Fencing Association sanctioned tournaments.
 - b. **Associate:** For individuals who do not wish to fence but would like to assist in the promotion of fencing.
 - c. **Sustaining:** For individuals who contribute an annual amount to further the purposes of the Society.
 - d. **Life:** Life membership may be applied for by an individual subject to the payment of such sum of money as may be determined by the directors, or life memberships may be awarded by the directors if, in their discretion, it is warranted.
 - e. **Recreational:** For individuals who do not wish to compete in competitive tournaments but who do wish to fence on a recreational basis.
 - f. **Commercial or Industrial Membership:** For any firm, partnership, company or individual proprietorship which contributes an annual amount to further the purposes of the Society.
6. Every member shall uphold the constitution and comply with these by-laws.
7. The amount of the first annual membership dues for the various categories and sub-categories of membership shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society or the annual general meeting shall delegate to the directors the power to determine the annual membership dues.

8. An individual or organization shall cease to be a member of the Society
 - a. by delivering its or his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - b. on his death or in the case of a corporation on dissolution, or
 - c. on being expelled, or
 - d. on having been a member not in good standing for 12 (twelve) consecutive months.
9.
 1. A member may be expelled by a special resolution of the members passed at a general meeting.
 2. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 3. The member 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.
10. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society, and he is not in good standing so long as the debt remains unpaid. A member who is not in good standing shall not be permitted to enjoy membership privileges.
11. All members in good standing shall be entitled to participate in all fencing activities arranged or sponsored by the society, subject to the conditions of participation in such activities, and enjoy all services and privileges provided by the Society.
 - a. For any competitive fencer to be considered for selection to receive funding for an out-of-town competition, he or she shall be a member in good standing of the Society.
 - b. For any fencer to receive the use of Espada Alberni Fencing Club equipment, services or financial assistance, they must be a member in good standing of the Society, or have special permission of the directors.
12. It is the responsibility of every club member to assist in the activities of the Society.

PART 3: MEETINGS OF MEMBERS

13. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The directors may, whenever they think fit, convene an extraordinary general meeting.
16.
 1. Notice of a general meeting shall specify the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business.
 2. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
17. The first annual general meeting of the Society shall be held not more than 15 (fifteen) months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 (fifteen) months after the holding of the last preceding annual general meeting.

PART 4: PROCEEDINGS AT GENERAL MEETINGS

18. Special business is
 - a. all business at an extraordinary general meeting except the adoption of rules of order, and
 - b. all business that is transacted at an annual general meeting, except
 - i. the adoption of rules of order,
 - ii. the consideration of the financial statements,
 - iii. the report of the directors,
 - iv. the report of the auditor, if any,
 - v. the election of the directors
 - vi. the appointment of the auditor, if required, and,
 - vii. such other business as, under these by-laws 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.
19.
 1. 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.
 2. 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.
 3. A quorum is at least the majority of the directors then in office.
20. If within 30 (thirty) 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 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 (thirty) minutes from the time appointed for the meeting, the club members present constitute a quorum.
21. Subject to by-law 22, the President of the Society, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
22. If at a general meeting
 - a. there is no President, Vice-President or other director present within 15 (fifteen) minutes after the time appointed for holding the meeting, or
 - b. the President and all the other directors present are unwilling to act as chairman,the members present shall choose one of their number to be chairman.
23.
 1. 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.
 2. When a meeting is adjourned for 10 (ten) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 3. Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
24.
 1. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
 2. In case of an equality of votes the chairman shall not have a casting vote and the proposed resolution shall not pass.
25.
 1. All members of the Society in good standing are voting members.
 2. A Society member in good standing present at a meeting of members is entitled to one vote.
 3. Society members in good standing may vote by proxy if assignment is made in writing to another Society member in good standing and is presented to the Chairman before the commencement of the general meeting.

4. Voting is by show of hands., or by written vote if the directors should deem this necessary.
5. All Society members may attend general meetings and may participate in debates but only Society members in good standing may propose and second motions, may make and second nominations at elections, or may vote.

PART 5: DIRECTORS AND OFFICERS

26.

1. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercise or done by the Society in general meeting, but subject, nevertheless, to the provisions of
 - a. all laws affecting the Society,
 - b. these by-laws, and
 - c. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
2. The directors may, as they deem necessary, by a two-third's majority, establish and apply rules and regulations of Espada Alberni Fencing Club, insofar as these rules and regulations do not contravene the rules and regulations of the British Columbia Fencing Association.
3. No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

27.

1. The *President, Secretary, Treasurer, Public Relations Officer and Trainer-Armourer* must be directors of the Society.
2. The number of the directors must be 5 (five) or such greater number as may be determined from time to time at a general meeting.
3. In the absence or disability of the President, the Vice-President if such office be held, shall assume the duties of the President. In the absence of both President and Vice-President, the directors shall assume the duties of the President in the following order:
 - a. Treasurer
 - b. Secretary
 - c. Trainer-Armourer
 - d. Public Relations Officer

28.

1. The directors shall retire from office at the annual general meeting when their successors shall be elected, except that the past-President shall be a director ex-officio.
2. The directors shall be elected from the general membership of the Society.

28.

3. Separate elections shall be held for each office to be filled.
4. An election may be by acclamation, otherwise it shall be by ballot.
5. Nominations for the election of officers and directors may be made from the floor of the annual general meeting, or in writing, by any member in good standing., and seconded by another member in good standing.
6. No person shall be nominated unless his consent has been obtained orally if he is present at the meeting, or in writing if he is absent.
7. If an election is not by acclamation, a ballot shall be given to each delegate before commencement of voting procedures.
8. The nominee for whom most votes are cast shall be elected.
9. In the event of a tie for any position for which two or more persons are standing, a second ballot shall be taken on the names that are tied.

10. Scrutineers appointed by the chairman shall compute the results of the election and announce them to the chairman who shall then inform the meeting without delay.
11. If no successor is elected the person previously elected or appointed continues to hold office.
29.
 1. The directors may at any time and from time to time appoint a person from the general membership as a director to fill a vacancy in the directors.
 2. A director so appointed holds office for a two year term *or* until the conclusion of the succeeding annual general meeting of the Society, but is eligible for re-election at the meeting.
30.
 1. If a director resigns his office before the end of its term, that director shall be responsible for finding a replacement to fill the office, subject to the approval of the remaining directors.
 2. If a director resigns his office without being able to secure a replacement, or otherwise ceases to hold office, the remaining directors shall appoint a director to take the place of the former director from the general membership.
 3. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
31. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
32. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6: PROCEEDINGS OF DIRECTORS

33.
 1. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 2. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
 3. The president shall be chairman of all meetings of the directors, but if at any meeting the President is not present within 30 (thirty) minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman, but if neither is present the directors may choose one of their number to be chairman at that meeting.
 4. A director may at any time, and the secretary, on the request of a director shall convene a meeting of the directors.
34.
 1. The directors may delegate any, but not all, of their powers to committees consisting of such director or directors, or members at large, as they see fit.
 2. 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 exercise of those powers to the earliest meeting.
35. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at any meeting the chairman is not present within 30 (thirty) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
36. The members of a committee may meet and adjourn as they think proper.
37. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director of directors for the meeting to be duly constituted.

38. A director who may be absent temporarily from the Alberni Valley may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex., cable or other electronic means, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
 - a. no notice of meetings of directors shall be sent to that director, and
 - b. any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
39.
 1. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
 2. In case of an equality of votes, the chairman does not have a second or casting vote.
40. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
41. 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.

PART 7: DUTIES OF OFFICERS

42.
 1. The President shall preside at all meetings of the Society and of the directors.
 2. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
43. The Public Relations Officer shall:
 - a. be responsible for promoting the activities of the Society in the local community, through local media and any other outlets she may deem appropriate, also keeping records of such promotion, and
 - b. assist in developing strategies for increasing awareness of, and participation in, the sport of fencing in the local community, and
 - c. be an ex-officio member of such committees as may be formed from time to time for the promotion of the Society and the sport of fencing in the local community.
44. The Secretary shall:
 - a. conduct the correspondence of the Society,
 - b. issue notices of meetings of the Society and directors,
 - c. keep minutes of all meetings of the society and directors,
 - d. have custody of all records and documents of the Society except those required to be kept by the Treasurer, and shall make them available for inspection by any member of the Society upon reasonable notice,
 - e. have custody of the common seal of the Society, and
 - f. maintain the register of members.
45. The Treasurer shall:
 - a. keep such financial records, including books of account, as are necessary to comply with the Societies Act,
 - b. render financial statements to the directors, members and others when required, and
 - c. be responsible for ensuring that any requests for funding have been completed by the member or members responsible for the request. Upon completion, the Treasurer shall submit the proposals to the Directors of the Society, and to public, governmental or non-profit agencies as may be appropriate.

46. The Trainer-Armourer shall
- a. ensure that members have access to information on sport-specific conditioning, injury prevention and cross-training, through personal expertise and ongoing research,
 - b. lead warm-up and conditioning sessions as he deems appropriate,
 - c. be responsible for the maintenance and availability of the Society's first-aid kit.,
 - d. be responsible for the maintenance, availability and storage of the Society's fencing equipment, and
 - e. through ongoing research, ensure that the Society and its members have access to information regarding equipment suppliers, prices, testing, care and maintenance.
47. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8: SEAL

49. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
50. The common 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 or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

PART 9: BORROWING

51. 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 an in particular but without limiting the generality of the foregoing, by the issue of debentures.
52. No debenture shall be issued without the sanction of a special resolution.
53. 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 10: FINANCES

54. The Treasurer shall deposit all cash receipts in a current account with a recognized chartered bank in British Columbia.
55. All cheques will be drawn on said account.
56. The President and Treasurer shall be the joint signing officers for the Society, with one other officer designated by the directors as an alternate in case of the absence of the President or Treasurer.

PART 11: AUDITOR

57. This part applies only where the Society is required or has resolved to have an auditor.
58. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
59. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the annual general meeting.
60. An auditor may be removed by an ordinary resolution.
61. An auditor shall be informed forthwith in writing of appointment or removal.
62. No director and no employee of the Society shall be auditor.
63. The auditor may attend general meetings.

PART 12: NOTICES TO MEMBERS

64. A notice may be given to a member, either personally or by postal mail to him at his registered address, or by FAX or electronic mail (e-mail).
65. A notice sent by postal mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post-office receptacle.
66.
 1. Notice of a general meeting shall be given to
 - a. every member shown on the register of members on the day notice is given, and
 - b. the auditor, if Part 11 applies.
 2. No other person is entitled to receive notice of a general meeting.

PART 13: BY-LAWS

67. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.
68. These by-laws shall not be altered or added to except by special resolution. No special resolution has effect until accepted by the Registrar of Societies.