

BY-LAWS OF
Water Ski and Wakeboard BRITISH COLUMBIA

PART 1 - INTERPRETATION

1.
 - (a) In these by-laws, unless the context otherwise requires, “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;
 - (c) “registered address” of a member means his/her address as recorded in the registrar of members.
 - (d) 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 a corporation.

PART 2 - MEMBERSHIPS

3. The members of the society are the applicants for incorporation of the society, and those persons who have subsequently become members, in accordance with these by-laws and, in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.

5. Every member shall uphold the constitution and comply with these by-laws.

6. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the society.

7. A person shall cease to be a member of the society
 - (a) by delivering his/her 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/her 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 twelve (12) consecutive months.

8.
 - (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 brief statement of the reason or reasons for the proposed expulsion.
 - (3) 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.

9. All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

10. The annual general meeting of the Association shall be held each calendar year at a time and venue determined by the Executive to best suit attendance by the membership.

11. All members of the Association shall be notified in writing not less than (14) fourteen days prior to the date of the annual meeting of the Association of the time and place fixed for this meeting.

12. The President shall, upon receiving written request from any (5) five if this is at least 10% or more of the voting members of the Association requiring a meeting of the Association, call an extra-ordinary meeting.

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 extra-ordinary general meeting.

15. The directors may, whenever they think fit, convene an extra-ordinary general meeting.

16.
 - (1) Notice of a general meeting shall specify the place, the day and the hour of the 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.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

17. Special business is:
 - (a) all the business at an extra-ordinary general meeting except the adoption of rules of order, and
 - (b) all the 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 auditor, if any,
 - (iv) the election of directors,
 - (v) the report 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 issued with the notice convening the meeting.

18.
 - (1) No business, other than the election of a chairperson and 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 (9) nine members present or such greater number as the members may determine at a general meeting.

19. If within 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 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 minutes from the time appointed for the meeting, the members present constitute a quorum.

20. Subject to By-law 21, the President of the Society, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairperson of the general meeting.

21. If at a general meeting
 - (a) there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be the chairperson.

22.
 - (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) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case at 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 transacted at an adjourned general meeting.
23.
 - (1) No resolution proposed at a meeting need be seconded and the chairperson of the meeting may move or propose a resolution.
 - (2) In the case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
24.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by a show of hands.
 - (3) Voting by proxy is not permitted.
25. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

PART 5 - DIRECTORS AND OFFICERS

26. The officers of the Society shall be the Directors of the Society.
27. All officers of the Society shall be voted into office at the Annual meeting of the Society. A plurality of votes shall be sufficient to elect an officer.
 - (a) The following officers shall be elected for two year terms of office in odd numbered years: President; Adaptive Director; Water Ski Director; Director at Large (odd).
 - (b) The following officers shall be elected for two-year terms of office in even numbered year: Vice-president; Secretary/Treasurer; Wakeboard Director; Wakesurf Director, Director at Large (even).

28. The officers of the Society shall be:
- (a) President
 - (b) Vice-President
 - (c) Secretary/Treasurer
 - (d) Water Ski Director
 - (e) Wakeboard Director
 - (f) Adaptive Director
 - (g) Wakesurf Director
 - (h) Director at Large (odd)
 - (i) Director at Large (even)
29. (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 otherwise lawfully directed or required to be exercised or done by the Society in general meetings, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society
 - (b) these by-laws, and
 - (c) rules, not being consistent with these by-laws, which are made from time to time by the Society in general meetings.
- (2) No rule made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if the rule had not been made.
30. The number of directors shall be nine (9) or such greater number as may be determined from time to time at a general meeting.
31. (1) The directors shall retire from office at each annual general meeting in accordance with Clauses 27. (a) and (b), when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
 - (3) An election may be by acclamation otherwise it shall be by ballot.
 - (4) If no successor is elected the person previously elected or appointed continues to hold office.
 - (5) In the event of the resignation or removal of any officer in their first year of office, that position will be elected at the next annual general meeting to serve for the remainder of its term of office.
32. (1) directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next general meeting of the Society, but is eligible for re-election at the meeting.

33. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid, only by reason of there being less than the prescribed number of directors in office.
34. The members may by special resolution remove a director before expiration of his term of office and may elect a successor to complete the term of office.
35. 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/her while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

36. (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 the chairperson of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson, but if neither is present the directors present may chose one of their numbers to be chairperson at that meeting.
- (4) A director may at any time, and the secretary, on request of a director, shall, convene a meeting of the directors.
37. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors 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 of the directors to be held next after it has been done.
38. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall chose one of their number to be chairperson of the meeting.
39. The members of a committee may meet and adjourn as they think proper.

40. 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 or directors for the meeting to be duly constituted, if a quorum of the directors is present.
41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice which may be by letter, e-mail or facsimile 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.
42. (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 chairperson does not have a second or casting vote.
43. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
44. 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

45. The President;
- The president shall preside at all meetings of the Society and of the directors. Shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties and shall enforce the Constitution and by-laws of the Society. Shall make a report on the affairs of the Society at the annual meeting.
46. The Vice-President;
- The vice president shall carry out the duties of the President in his absence. Shall be the liaison to the Executive Director. Shall provide leadership for WSWBC's role in advocacy.
47. The Past President;
- Shall hold office from the date of her/his retirement as president until a time

that the next president retires and shall generally assist and advise the President.

48. The Secretary/Treasurer;

The Secretary/Treasurer shall oversee paid staff in the keeping of such financial records, including books of account, as are necessary to comply with the Societies Act. Shall manage the rendering of financial statements to the directors, members and others when required. Shall work with the paid staff to prepare an annual budget. Administer submitted forms for the government grants to the Society.

49. The Water Ski Director;

The Water Ski Director shall chair The Water Ski Committee to assist members in all matters relating to Water Ski. Shall be responsible for reporting WSWBC records, and records of tournaments results to the Executive Director. Shall develop plans for communication, training, education and formulation of athlete, coach and official development activities as set out in the WSWBC Strategic Plan and WSWBC's Long Term Athlete Development Plan (LTAD). Shall represent and maintain contact with Water Ski members and help facilitate the development and organization of Water Ski activities. Shall liaise with the host club of WSWBC Provincial Water Ski Championships as laid out in the hosting guidelines. Shall be the property/inventory manager for the Society's resources as it pertains to Three Event and be responsible for repairs to all property.

50. The Wakeboard Director;

The Wakeboard Director shall chair The Wakeboard Committee too assist members in all matters relating to Wakeboard Riders. . Shall be responsible for reporting tournaments results to the Executive Director. Shall represent and maintain contact with Wakeboard members and help facilitate the development and organization of Wakeboard activities. Shall develop plans for communication, training, education and formulation of athlete, coach and official development activities as set out in WSWBC Strategic Plan and WSWBC's Long Term Athlete Development Plan (LTAD). Shall liaise with the host club of Provincial Championships as laid out in the hosting guidelines. Shall be the property/inventory manager for the Society's resources as it pertains to Wake Boarding and be responsible for repairs to all property.

51. The Barefoot Director;

The Barefoot Director shall chair The Barefoot Committee to assist members in all matters relating to Barefooting. Shall be responsible for reporting records, and records of tournaments results to the Executive Director. Shall develop plans for communication, training, education and formulation of athlete, coach and official development activities as set out in

WSWBC Strategic Plan and WSWBC's Long Term Athlete Development Plan LTAD. Shall represent and maintain contact with barefoot members and help facilitate the development and organization of barefoot activities. Shall liaise with the host club of WSWBC Provincial Championships as laid out in the hosting guidelines. Shall be the property/inventory manager for the Society's resources as it pertains to Barefoot and be responsible for repairs to all property.

52 Directors at Large (odd & even);

The Directors at Large shall sit at all meetings of the organization, shall be involved in all business of the organization and shall from time to time take on specific tasks as required to conduct the efficient flow of business of the organization as set out by the strategic plan.

PART 8 - SEAL

60. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
61. 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 of the Society.

PART 9 - BORROWING

62. For the purpose of carrying out its objectives, the Society may borrow, raise, or secure the payment of money in such manner as it sees fit and in particular by the issue of debentures. This power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society

PART 10 - AUDITOR

63. The books, accounts, and records of the Society shall be audited at least once per year by a duly qualified accountant. A complete and proper statement of the accounts for the previous year shall be submitted by such auditor at the annual meeting of the Society.
64. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
65. At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or her/his successor is elected at the next annual general meeting.
66. An auditor may be removed by ordinary resolution.
67. An auditor shall be informed forthwith in writing of appointment or removal.
68. No director or employee of the Society shall be auditor.
69. The auditor may attend general meetings.
70. The fiscal year end of the Society shall be October 31st.

PART 11 - NOTICES TO MEMBERS

71. A notice may be given to a member, either personally or by e-mail to him/her at his/her registered address.
72. A notice sent by 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.
73.
 - (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.
 - (2) No other person is required to receive a notice of general meeting.
74. On being admitted to membership, a member is entitled to and the Society shall give him/her, upon request, without charge, a copy of the constitution and by-laws of the Society.

75. These by-laws shall not be altered or added to except by special resolution.

PART 12 - DISSOLUTION

76. In the event of dissolution of the Society, all remaining assets are to be given to Water Ski & Wakeboard Canada, in trust, to be used and/or disbursed for the exclusive benefit of towed water sports in British Columbia.

Original dated August 20, 1987.