



SportAbility/ Cerebral Palsy
Sports Association of BC

BY-LAWS



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The Cerebral Palsy Sports Association of British Columbia shall hereafter be referred to as "the Society".

ARTICLE 1 – GENERAL

- 1.1 CCPSA Affiliation - The Society shall be affiliated with the Canadian Cerebral Palsy Sports Association.
- 1.2 Interpretation – Words stating the singular shall include the plural and vice-versa and words stating male gender shall include the female gender as well as corporate bodies.
- 1.3 Ruling on Bylaws -- Except as provided in the *Act*, in the event of a dispute the Board shall have the authority to make an interpretation concerning any word, term or phrase in these Bylaws which is ambiguous, contradictory or unclear.
- 1.4 Definitions – The following terms have these meanings in these Bylaws:
 - a) **Auditor**- an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Society for a report to the members at the next Annual General Meeting. The auditor shall not be an employee or a Director of the Society.
 - b) **Member in good standing** – a Member of the Society who has paid his dues, has not ceased to be a member, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of the Society.
 - c) **Ordinary Resolution** - A resolution passed by the majority of the votes cast in a General Meeting of Members for which proper notice has been given.
 - d) **Special Resolution** – a resolution passed by not less than three quarters of the votes cast at a General Meeting of the Members for which proper notice has been given.
 - e) **Board** – the Board of Directors of CPSABC.
 - f) **Days** – shall mean total days, irrespective of weekends and holidays.
 - g) **Director** – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - h) **Officer** – an individual elected or appointed to serve as an Officer of CPSABC pursuant to these Bylaws.
 - i) **Registered Address** - the most recent address of record in the register of Members, Officers Registered or Directors, as the case may be.
 - i) **CPSABC** – Cerebral Palsy Sports Association of British Columbia

ARTICLE 2 - MEMBERSHIP

2.1. Admission of Members - Membership shall be open to any participant, official, supporter or group that meets, accepts and observes the principles or criteria set forth in the constitution and by-laws of the Society. Upon acceptance of a membership application by the Society and payment of membership dues the new member will be placed in one of the following categories.

2.2 Categories of Membership

- a) Full Member
- b) Recreation Member
- c) Supporting Member
- d) Honourary Members

2.3 Definitions of Membership

- a) **Full Member:** A person that has joined the association for a full fiscal year in a function as a volunteer, athlete, official, board member. (For athletes competing and/or training at a provincial level or higher.)
- b) **Recreation Member:** A person that has joined the association for a full fiscal year in a function as an athlete/participant. (For athletes/participant involved at a club or recreational level.)
- c) **Supporting Member:** A family member, caregiver or general volunteer interested in supporting a club, program or event.
- d) **Honourary Member:** Any person who is recognized by the Board of Directors for outstanding service to Cerebral Palsy Sports Association of British Columbia may be granted an Honourary membership.

2.4 Membership Fees

- a) The membership fee for each category of members will be set annually by the Board of Directors at a meeting of the Board of Directors of the Society.
- b) Year: Unless otherwise determined by the Board, the membership year of April 1st to March 31st shall be the fiscal year.
- c) Deadline: All participants must be a member in some capacity before participating in any SportAbility activities.

2.5 Rights and Privileges of Members

A member shall be deemed to be in good standing provided he/she has paid membership dues as prescribed by the Association and he/she is not subject to a disciplinary investigation or action of the Association.



- a) Full, Recreation, Supporting and Honourary members shall be entitled to attend, speak and have a single vote at any meeting of the members of the Society.

2.6 **Withdrawal, Suspension and Termination of Membership**

- a) Resignation – A Member may resign from the Society by giving written notice to the Board, except as stated in Clause 2.6 b.
- b) May Not Resign – A Member may not resign from the Society when the Member is subject to a disciplinary investigation or action of the Society.
- c) Arrears -A Member may be suspended if he/she fails to pay the membership dues, where levied, by the deadline prescribed by the board. A member may be expelled if dues remain unpaid for a further 30 days.
- d) Discipline- Notwithstanding expulsion from membership, a former member remains liable for any membership dues owing prior to the expulsion; and in addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended, expelled or otherwise disciplined in accordance with the Association’s policies and procedures relating to discipline of members.

ARTICLE 3 - GOVERNANCE

- 3.1 **Composition of the Board** -The Board of Directors is comprised of the Executive Committee and up to five (5) directors at large.
- 3.2 **Executive committee** consists of
 - a) The President
 - b) The Vice-President
 - c) The Secretary
 - d) The Treasurer,
 - e) The Executive Director (otherwise known as an officer) shall support the Board in carrying out its duties and shall have overall management responsibility for all programs and activities of the Society
- 3.3
 - a) **All officers** must be of legal age in the Province of British Columbia
 - b) To be nominated, elected, appointed and continue to serve as an officer, a person must be a Member in good standing of the society.
 - c) Any Director may stand for re-election at an Annual General Meeting.
 - d) Term - All Officers and Directors shall serve terms of two years and shall hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office
- 3.4
 - a) **The Directors and Officers** of the Society shall be elected by the members of the Society, by a written vote delivered by mail. The method of voting will be followed as prescribed by Roberts Rules of Order. Ballots will be mailed out 4 weeks prior to the Annual General Meeting and must be returned by mail a minimum of five days before the meeting date to the Nominations Chairperson.



- c) The President, Treasurer and two Directors shall be elected in even-numbered years while the Vice-President, Secretary and up to three Directors shall be elected in odd-numbered years.
- d) The Past President shall assume his position automatically upon election of the President for a term of one year.
- d) Any vacancy in the Board of Directors may be filled until the next Annual General Meeting through the appointment of any Member in good standing by the remaining Directors.

3.5 **The Directors** shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position, provided that a Director may be paid reasonable expenses incurred in the performance of his duties.

3.6 **Committees**

- a) The Board may establish such committees as it deems necessary for the managing of the affairs of the society;
 - Terms of reference – the board shall establish terms of reference and operating procedures for committees, and may delegate any of its powers, duties and functions to any committee;
 - Appointment and Removal – the Board may appoint any individual to any committee and may remove any members of any committee;
 - Vacancy – When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the term.
- b) Unless otherwise prohibited in these bylaws or in a committee's terms of reference, a committee may transact business by teleconference calls, or other electronic means, provided that all its members have been notified and provided that a quorum of the committee shall participate in the proceedings.

3.7 **Meetings**

Meetings of the Members

- a) The Annual General Meeting will be held at least once every calendar year and not more than fifteen months (15) after the adjournment of the previous Annual General Meeting. All matters of policy and planning concerning the annual General Meeting shall be at the decision of the Board of Directors of the Society.
- b) Every notice of an Annual or General Meeting of the Society shall be sent to all members in good standing of the Society. This notice, in writing, shall be sent not less than twenty-one (21) days before the date set for the meeting.
- c) The members present and in good standing shall be considered a quorum at the Annual and General Meetings of the Society, providing that at least five (5) such members are present.
- d) Wherever, under the provision of these by-laws, notice is required or permitted to be given, such notice shall be given by email or by mail in a sealed envelope addressed to a member at his/her or its address as recorded in the Society's register. A notice or other document so sent by email



or by mail shall be deemed to be sent at the time it was deposited in a post office, public letterbox or emailed. 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.

- e) The rules of procedure at Annual or General Meetings of the Society shall be determined by the Board of Directors. If any member in good standing objects, Robert Rules of Order shall apply.
- f) The Annual General Meeting of the Society shall:
 - i) Receive and consider reports from Society officers.
 - ii) Ratify the election of the Society's Board of Directors.
 - iii) Appoint the Society's Auditor.
 - iv) Address any other business which shall properly come before the meeting.
- g) The Annual General Meeting will be chaired by the President or an appointed representative.
- h) All motions may be passed by a simple majority, with the exception of special resolutions which must be passed by 75% of the attending members.

3.8 Meeting of the Directors

- a) The Directors of the Society shall meet as often as is reasonable to carry out the objectives of the Society.
- b) The Directors may conduct their business by teleconference calls, video conferencing or by other electronic means, provided that all the Directors have been notified and provided a quorum of the Directors shall be present in such calls.
- c) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors shall be as valid and effective as if regularly passed at a meeting of the Directors.

3.9 Conflict of Interest

- (a) A Director, Officer or Member of a committee who has an interest in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with all requirements of the Act regarding conflict of interest.

3.10 Resignation and Removal of Officers and Directors

- a) Resignation – An Officer or Director may resign from the Board at any time by presenting his notice of resignation to the Board. This resignation shall become effective the date on which the request is approved by the Board.
- b) Vacate Office -- The office of any Officer or Director shall be vacated automatically:
 - i) If the Officer or Director ceases to be a Member in good standing of CPSA ;

- ii) If the Officer or Director is found by a court to be of unsound mind;
 - iii) If the Officer or Director becomes bankrupt;
 - iv) If the Officer or Director, without reasonable excuse, fails to attend two consecutive meetings of the Board.
- c) A member of the Board of Directors who does not attend two (2) consecutive meetings, without notice to the Board, will receive a letter of warning by regular mail, informing them that unless they improve their attendance to meetings they may be removed from the Board of Directors.
- d) Removal – An Officer or Director may be removed by Special Resolution of the Members present at a meeting of Members, provided the Officer or Director has been given notice of and the opportunity to be present at such a Meeting.
- e) All Directors will be expected to uphold their given responsibilities. Failure to do so, will result in a written warning, sent by registered mail. Further non-compliance may result in removal from the Board of Directors.

3.11 Duties of Officers

- a) The President as Chairperson of the Society and shall be responsible for the effective functioning of the Executive Committee and the Board of Directors by presiding at all meetings when present.
- b) The Vice-President shall generally assist the President and shall, in the event of absence or inability of the President, perform his duties and possess his authority and shall perform such other duties as may from time to time be established by the board.
- c) The Secretary shall keep proper minutes of meetings of the Board and Executive Committee, shall maintain all other official records of CPSA as required to be maintained by the Society's Act and these bylaws and shall perform such duties as may be assigned by the Board of Directors.
- e) The Treasurer shall be the custodian of the funds of the Society and, subject to the control of the Board of Directors, shall pay any and all bills and also make available to the Annual Meeting an accounting of all monies of the Society. Any two (2) Directors, or Officers or combination thereof as designated by the Directors, may co-sign all cheques drawn on the funds of the Society.
- f) The duties of all other Officers of the Society shall be such as the terms of the engagement call for or as the Board of Directors require of them.

3.12 Indemnification

Subject to the Society Act, every Director and Officer of the Society and his heirs, executors and administrators, and estate and effects, respectively shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:: All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him, for or in respect of, any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office except such costs, charges and expenses as are occasioned by his own wilful



neglect of default.

3.13 Insurance

CPSA may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

ARTICLE 4 - FINANCE AND MANAGEMENT

- 4.1 Borrowing - The Executive Committee may borrow money on behalf of the Association up to a limit set by the Board of Directors, subject to the Societies Act.
- 4.2 Access to Records – Members and the public will have restricted access to accounting records and records of directors’ proceedings.
- 4.3 Audits of the Accounts of the Society
The Directors shall present before the members of the Society at the Annual General Meeting and printed in the ANNUAL REPORT after the meeting, a financial statement showing the income and expenditures, assets and liabilities, of the Society during the preceding fiscal year. The said financial statements shall be signed by two (2) members of the Board of Directors or by the Society’s auditor.
- 4.4 Fiscal Year
Unless otherwise determined by the board, the fiscal year-end of the Society shall be March 31.

ARTICLE 5 - AMENDMENTS TO THE BY-LAWS

- 5.1 These By-Laws and Constitution may be amended by Special Resolution passed by a 2/3 majority vote of the members present at any Annual, Special or General Meeting of the Society provided that written notice of the proposed amendment or amendments have been emailed, or mailed to each member at least fourteen (14) days prior to the date of such meeting.

ARTICLE 6 – DISSOLUTION

In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the board of Directors at the time of dissolution provided that such organization or organizations shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act from time to time in effect.