

**BYLAWS  
OF THE  
BRITISH COLUMBIA WEIGHTLIFTING ASSOCIATION**

**ARTICLE 1 – INTERPRETATION**

**1.1 Definitions**

In the Constitution and these Bylaws, unless the context requires otherwise:

- 1) “Act” means the Societies Act of British Columbia from time to time in force, and any amendments to it,
- 2) “AGM” means an annual general meeting,
- 3) “BCWA” means the British Columbia Weightlifting Association,
- 4) “Board” or “Board of Directors” means the directors of the Society, acting as a body,
- 5) “bylaws” means these bylaws, as altered from time to time,
- 6) “CWFHC” means the Canadian Weightlifting Federation Halterophile Canadienne,
- 7) “general meeting” includes an AGM and an extraordinary general meeting,
- 8) “member” means a member of the Society,
- 9) “registered address” of a member means his or her address as recorded in the register of members, and may include his or her electronic mail address,
- 10) “the Society” means British Columbia Weightlifting Association, and
- 11) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act.

**1.2 Definitions in the Act Apply**

The definitions in the Act apply to these Bylaws. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

12) the meaning given to them in the Act.

**1.3 Incorporation**

The BCWA shall be a Not for Profit Society incorporated within the province of British Columbia, Canada, and be subject to the laws of the “Societies Act” of British Columbia.

**1.4 Mission Statement**

The recognized and promoted Mission Statement of the BCWA shall be:  
”To provide vision, guidance and direction within British Columbia, in the creation

of opportunities for the widest participation and competition in the sport of Olympic-style weightlifting.”

## **ARTICLE 2 – MEMBERSHIP**

### **2.1 Classes**

There are two types of membership within the BCWA:

1) Individual Membership – Individual athletes, coaches or officials that are registered under the policy guidelines of BCWA for membership, regardless of whether or not they belong to a registered club. Individual members in good standing are entitled to vote, once the individual has been a member in good standing for at least 30 days.

2) Club Membership – A club which registered under the Club policy guidelines of BCWA will be admitted as members. Clubs in good standing are entitled to vote, once they have been members in good standing for at least 30 days and have at least two (2) Individual members registered with BCWA and the club.

### **2.2 Application & Admission**

Individuals or Clubs become members based on the Board’s acceptance of the application. The directors based on a majority vote, shall have full power and authority to accept or reject candidates for membership based on appropriate conduct and/or maintenance of membership status in good standing. The directors may decide to reject applications for membership for those individuals who are deemed not to support the stated mission and best interests of the BCWA.

### **2.3 Membership Dues**

The level of membership dues will be decided by majority vote of the directors of the BCWA, from time to time, as they see fit. The Board, as they see fit may set varying level of membership dues within the membership classes, based on age or participation level.

The President or delegate will have the authority to administer the collection of annual membership dues, including setting deadlines, creating and issuing application forms and implementing the necessary collection strategies.

### **2.4 Transfer of Membership**

Memberships are not transferable from one person or one club to another.

## 2.5 Duties of Members

Every member must uphold the Constitution of the Society and must comply with these Bylaws, as well as adhere to policies, regulations, rules and any code of conduct enacted, as set from time to time by the Board. Failure to comply may result in revocation of membership rights.

## 2.6 Member Not in Good Standing

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any debt owed to the BCWA, and the member is not in good standing for so long as those monies remain unpaid. Members may be readmitted once they have brought their membership dues up to date or paid any debt owing.

A member is not in good standing if they have been expelled by the Board. A member may be disciplined or expelled by majority vote of the directors if they are not in support of the stated mission and best interests of the BCWA. A member who is the subject of a proposed expulsion must be given an opportunity to be heard at a meeting of the Board.

A member who is not in good standing may not vote at general meetings and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## 2.7 Termination of Membership

A person ceases to be a member of the Society:

- (1) if the person is not in good standing at any point in time,
- (2) by delivering their resignation in writing to the Board of the Society,
- (3) on his or her death,
- (4) on being expelled.

## 2.8 Membership in Canadian Weightlifting Federation Halterophile Canadienne

The BCWA shall maintain a membership in good standing with the Canadian Weightlifting Federation Halterophile Canadienne.

# **ARTICLE 3 – DIRECTORS**

## 3.1 Election or Appointment

At each general meeting, the voting members entitled to vote for the election or appointment of directors must elect the Board. Prospective directors are required to be nominated prior to being elected and first time nominees shall be present at the

meeting to provide background information on their experience. The Board may, at any time, appoint a member as a director to fill a vacancy on the Board. A director so appointed to fill a vacant position will hold office only until the next general meeting date.

### 3.2 Number of Directors on Board

The Society must have no fewer than 3 and no more than 7 directors.

### 3.3 Length of Director Terms

All director terms will be two years unless approved otherwise by a special resolution of the members. Terms will begin at the adjournment of the AGM at which a director is elected and end at the adjournment of the AGM two years later. There will be no limit to the number of terms, consecutive or otherwise, that individuals may be elected to the Board of Directors of the BCWA.

### 3.4 Director Positions

The BCWA will have a minimum of three directors on the Board to oversee the Society's organizational structure and administration, and to set governance policies. The following director positions are required and will be elected:

- 1) Chair
- 2) Vice-Chair
- 3) Finance Chair

All other directors elected or appointed will be Directors at Large, and will be entitled to one vote on resolutions moved at board meetings.

The Chair's term will begin and expire in different years than the Vice-Chair and Finance Chair's terms. A director's term may be extended to three years in length, if necessary to accomplish the staggering of the Chair's term.

### 3.5 Directors' Duties and Compensation

The directors will set the policy and procedures for governance and operations for the day-to-day business of the Society, or delegate authority as the President may see fit.

Individuals will not be entitled to receive remuneration for their activities in the capacity of a director of the BCWA. The Society may reimburse a director for expenses necessarily and reasonably incurred by the director in performing his or her duties as a director.

The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by any statute or otherwise lawfully directed or required to be exercised, but will be subject to:

- (1) all laws affecting the Society;
- (2) these bylaws; and
- (3) policies and regulations, not being inconsistent with these bylaws which are made from time to time by the Society.

### 3.6 Removal of Directors

The directors by a 2/3 vote may remove another director before the expiration of their term, and may appoint a replacement to complete the term of office.

## **ARTICLE 4 – PROCEEDINGS OF DIRECTORS**

### 4.1 Conduct of Directors' Meetings

The directors may regulate their meetings and proceedings as they see fit. Directors may participate in directors' meetings by teleconference or online access. The directors in attendance at each particular meeting shall decide who the chair of the meeting will be.

### 4.2 Quorum of Directors

The quorum for the transaction of business at a directors' meeting will be the lesser of a majority of directors then in office, or three directors.

### 4.3 Calling of Directors' Meetings

The date, time, location and business to be transacted will be determined by the Chair in conjunction with all other board members. The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### 4.4 Directors' Meeting Agendas

Every director has the authority to produce agenda items for the directors' meetings.

### 4.5 Directors' Meeting Resolutions

Resolutions raised at director's meeting shall be decided by majority vote of the directors in attendance at that particular meeting.

## **ARTICLE 5 – OFFICERS AND EXECUTIVE COMMITTEE**

### **5.1 Officers**

The officers of the Society will be:

- 1) The elected Chair will be the President
- 2) The elected Vice Chair will be the Vice President
- 3) The elected Finance Chair will be the Secretary/Treasurer

### **5.2 Role of the President**

The President is the Board Chair and shall:

- 1) Supervise the other officers and directors in execution of their duties;
- 2) Preside at meetings of the general membership unless the duty is delegated to another officer;
- 3) Prepare the agenda for general meetings;
- 4) Ensure all policies and procedures of the Society are properly implemented.

### **5.3 Role of the Vice President**

The Vice President is Vice Chair and shall:

- 1) Carry out the duties of the President if the President is unable to act;
- 2) Perform all specified duties as delegated by the President.

### **5.4 Role of the Secretary/Treasurer**

The Secretary/Treasurer is the Finance Chair and shall:

- (1) Issue notices of general meetings and directors' meetings;
- (2) Take minutes of general meetings;
- (3) Keep the records of the Society in accordance with the Act;
- (4) Be responsible for the correspondence of the Board;
- (5) Maintain a register of the members of the Society;
- (6) File the annual report of the Society and make any other Registrar filings;
- (7) Receive and bank monies collected from the members or other sources;
- (8) Keep accounting records in respect of the Society's financial transactions;
- (9) Keep records of dues paid by members of the Society;
- (9) Prepare the Society's financial statements;
- (10) Make the Society's filings respecting taxes, if any;
- (11) Perform all specified duties as delegated by the President.

The Secretary/Treasurer may be split into two separate roles – Secretary and Treasurer if there are more than 3 directors on the Board, as decided at either the Annual General Meeting by the membership or subsequently by the President.

### 5.5 Executive Committee

An Executive Committee will be formed to run the day-to-day business of the Society. The members of the Executive Committee will be left to the discretion of the President, however, will include the three officer positions, and may also include other elected directors, and an Executive Director if hired by the Board or appointed by the President. The Executive Committee under the direction of the President, or the Executive Director if authority is delegated, will have the power to create and set operational and administrative policies and procedures.

### 5.6 Subcommittees

If required, on a permanent or temporary basis, the President will form subcommittees to assist with specialized functions or requirements of the Society, which will report to the President or the Executive Committee.

### 5.7 Staff and Consultants

Staff or consultants may be hired or appointed by the President or Executive Director if authority is delegated, to run the day-to-day business of the Society. These may be permanent or temporary positions, as decided by the President, based on the needs of the Society, and budgetary considerations, and may be salaried employees, consultants or volunteers.

## **ARTICLE 6 – GENERAL MEETINGS OF MEMBERS**

### 6.1 Time and Place of General Meetings and Notices of General Meetings

General meetings shall be held at the time and place that the Board decides, notwithstanding that an AGM must be held at least once in every calendar year, and not more than 6 months after the end of the fiscal year.

Notices of general meetings shall specify the date, time, location and business to be transacted in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. Notices will be forwarded to the voting membership by no less than fourteen days before the date of such meeting. A notice may be given to a member either personally, by mail, or by e-mail or other electronic means to the member at the member's address, or e-mail address, as shown in the register of members. 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.

### 6.2 Ordinary Business at General Meetings

Ordinary business at a General Meeting is:

- 1) the adoption of rules of order;
- 2) the consideration of the financial statements presented to the membership;
- 3) consideration of reports, if any, of the directors;
- 4) the election or appointment of directors;
- 5) the appointment of the auditor, if required; and
- 6) business arising out of a report of the directors not requiring the passing of a special resolution.

### 6.3 Matters Decided by Ordinary Resolution

A matter to be decided at a general meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution, or by another resolution having a higher threshold than the threshold for an ordinary resolution.

### 6.4 Chair of General Meetings

The president will be the Chair of general meetings. If the president is unable to preside, the Vice President will be the Chair. If the President and the Vice President are unable to preside, one of the other directors present at the meeting will be the Chair.

If no individual referred to above is able to preside as Chair within 30 minutes from the time set for holding the meeting, the voting members who are present must elect a member present at the meeting to preside as Chair.

### 6.5 Quorum for General Meetings

The quorum for transaction of business at a general meeting is ten (10) voting members or 5% of the total registered voting members for the meeting, whichever is the lesser.

Business, other than the appointment of the Chair of a meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, the meeting will be terminated and rescheduled as determined by the Board.

### 6.6 Extraordinary General Meetings

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

### 6.7 Minutes of Meetings

Minutes will be required for the Annual General Meeting and all extraordinary general meetings. The date, time and location of such meetings, and the number of voting members attending, resolutions passed or rejected, will be recorded.

The Secretary will maintain all minutes on file.

### 6.8 Methods of Voting

Voting by a show of hands is permitted for all general business and resolutions. Voting on resolutions at a general meeting shall exclude the Chair of the meeting. In cases where there is a tied vote, the Chair of the meeting will cast the deciding vote on the resolution.

### 6.9 Proxy Voting at General Meetings

Proxy voting will not be allowed at any Annual General Meeting or extraordinary general meetings, unless prior approval is made by the Board, and notification to members is done with the meeting notice.

### 6.10 Entitlement to Vote

A member eligible to vote at a general meeting is entitled to one (1) and only one vote on each resolution, as long as they were a member in good standing 30 days prior to the general meeting, and have remained in good standing since.

## **ARTICLE 7 – FINANCE AND BORROWING**

### 7.1 Accounting and Auditors

Annual financial statements will be produced by a qualified bookkeeper or accountant, for approval at each Annual General Meeting. The Board of Directors, if required by any funding authority, will appoint auditors as necessary.

### 7.2 Signing Authority

At least two (2) signing officers will be appointed by the President and will include either the President and the Treasurer, and one other board member.

### 7.3 Issuing of Debenture

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

the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

#### 7.4 Special Resolution to Issue Debenture

No debenture shall be issued without the sanction of a special resolution.

#### 7.5 Restriction of Borrowing Powers

The members may by amending these bylaws, restrict the borrowing powers of the directors.

### **ARTICLE 8 – BYLAWS**

#### 8.1 Entitlement to Bylaws

On being admitted to the membership, each member is entitled to receive without charge, a copy of the Constitution and Bylaws of the Society or a website address which contains the Society's current Constitution and Bylaws.

### **ARTICLE 9 – PURPOSES AND OPERATIONS**

#### 9.1 Purposes of Society

The purposes of the Society shall be carried out without pecuniary gain to its members or directors and no dividends shall be declared or paid; any income, profits or accretions to the Society shall be used in promoting and effecting its purposes.

#### 9.2 Operations of Society

As the provincial organization designated by the CWFHC, the operations of the Society are to be chiefly carried out throughout the Province of British Columbia. The Society is to cooperate with the other Olympic-style weightlifting provincial organizations, as designated by the CWFHC, and the CWFHC.

### **ARTICLE 10 – DISSOLUTION**

#### 10.1 Dissolution of the Society

Upon dissolution or final cessation of the affairs and undertaking of the Society, all its remaining assets, after payment of debts, outstanding liabilities and obligations, shall be transferred and distributed to such one or more Not-For-Profit organization or

organizations in British Columbia having a similar amateur sports related purposes as members shall so decide.

This clause was previously an unalterable clause in the Constitution of the Society.