

SPORT MEDICINE COUNCIL OF BRITISH COLUMBIA CONSTITUTION

1.0 Name

The name of the Society shall be: Sport Medicine Council of British Columbia, herein called the Society

2.0 The Purposes of the Society Are:

- 2.1 to develop and promote medical, paramedical and scientific educational programs and services for sport;
- 2.2 to coordinate the activities of members in common endeavors in sport medicine and sport science;
- 2.3 to establish policies and guidelines designed to ensure a high quality of medical and paramedical care for sport and recreation participants;
- 2.4 to coordinate the provision of medical and paramedical personnel for the care of sport participants at major competitive events;
- 2.5 to develop an information bank on sport medicine matters that can be used in the prevention and management of sport injuries and illnesses;
- 2.6 to provide leadership to provincial sport organizations and agencies for the development of their sport medical, paramedical, and scientific services; and
- 2.7 to accept, receive and take any bequest or gift to hold posse and enjoy, for the objects of the Society, donations, gifts, grants and bequests upon such trusts and terms as the donor or donors may prescribe.

SPORT MEDICINE COUNCIL OF BRITISH COLUMBIA BYLAWS

Table of Contents

1.0	Bylaw No.1 – Definitions and Interpretations	4
2.0	Bylaw No.2 – Membership.....	4
3.0	Bylaw No. 3 – General Meetings of the Members.....	6
4.0	Bylaw No. 4 – Fees	7
5.0	Bylaw No. 5 – Directors.....	7
6.0	Bylaw No. 6 – Officers.....	7
7.0	Bylaw No. 7 – Removal of a Director from Office	8
8.0	Bylaw No. 8 – Meetings of the Directors	9
9.0	Bylaw No. 9 – Committees.....	9
10.0	Bylaw No. 10 – Voting at General Meetings	10
11.0	Bylaw No. 11 – Duties of Directors	10
12.0	Bylaw No. 12 – Indemnity	11
13.0	Bylaw No. 13 – Amendments to the Constitution and Bylaws	11
14.0	Bylaw No. 14 – Fiscal Year.....	11
15.0	Bylaw No. 15 – Order of Business	11
16.0	Bylaw No. 16 – Auditors.....	11
17.0	Bylaw No. 17 – Inspection of Books.....	11
18.0	Bylaw No. 18 – Rules of Order	12
19.0	Bylaw No. 19 – Office.....	12
20.0	Bylaw No. 20 – Corporate Seal.....	12
21.0	Bylaw No. 21 – Borrowing Powers.....	12

22.0 Bylaw No. 22 – Signing Officers 12

23.0 Bylaw No. 23 – Dissolution 12

24.0 Bylaw No. 24 – Non-Profit..... 12

SPORT MEDICINE COUNCIL OF BRITISH COLUMBIA BYLAWS

1.0 Bylaw No.1 – Definitions and Interpretations

1.1 In these Bylaws:

“**Act**” means the *Societies Act* S.B.C. 2015, c. 18, as amended from time to time;

“**Board**” means the board of directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Director**” means a member of the Board of the Society;

“**Executive Committee**” means the committee of the Board established under these bylaws;

“**Executive Director**” means an individual hired by the Board under these bylaws;

“**Registered Office**” means the mailing address of the Society set out in the statement of directors and registered office of the Society;

“**Sport Medicine**” means the field of practice concerned with the preparation for, and the medical and paramedical care of, sport and recreation participants, and the prevention and management of sport injuries and illnesses;

“**Sports Medicine Council of British Columbia**” is also known as the Society.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

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

2.0 Bylaw No.2 – Membership

2.1 Voting Member: Individuals are eligible to become voting members in the society if they are medical, paramedical or sport science professionals with an interest in sport medicine, sport science and health promotion, pay any fees set by the Board, and who are:

2.1.1 a current registrant of a health profession college under the *Health Professions Act*, RSBC 1996 c. 183; or

- 2.1.2 a current member of a para-medical or sport science professional association as recognized by the Society.
- 2.2 Associate Member: Individuals are eligible to become associate members, without the right to vote, in the following classes:
- 2.2.1 Student associate membership: Individuals are eligible for student associate membership in the Society if they are enrolled full-time in a post-secondary institute program in British Columbia, and have an interest in pursuing a medical, para-medical or sport science profession that supports the purposes of the Society, and pay any fees set by the Board for this membership class.
- 2.2.2 Sports organization associate membership: Individuals are eligible for sports organization associate membership if they are members in good standing of a provincial sport organization, disability sport organization or a multi-sport organization recognized by SportBC, and pay any fees set by the Board for this membership class.
- 2.2.3 General associate membership: Individuals are eligible for general associate membership if they do not meet any other membership qualifications in these bylaws, but support the purposes of the Society, and pay any fees set by the Board for this membership class.
- 2.3 Honorary membership: Individuals may become honorary members if they have made outstanding contributions to the Society over a number of years, and have been selected by the Board and named as honorary members by voting members as set out in bylaw 2.4. Honorary membership is a non-voting class.
- 2.4 The conferral of honorary membership on an individual must be approved by at least 75 per cent of the voting members present at a general meeting. Notice of motion for such a vote must be given to the membership at least 15 days before the meeting.
- 2.5 The call for nominations for honorary membership shall be made at least once per year by the Society.
- 2.6 The conferral of honorary membership on an individual can only be removed by a vote of at least 75 per cent at a general meeting for reasons of misconduct or misrepresentation of the Society. The notice of motion for such a vote must be given to the membership at least 15 days before the meeting. The subject individual of such vote must be given notice of at least 15 days and an opportunity to provide both a written and oral representation to the meeting, at his or her election.
- 2.7 The membership year of the Society shall be January 1 to December 31 of a calendar year, unless otherwise determined by the Board. To be eligible to vote at a general meeting, application for voting membership and payment of all required fees must be provided to the Society by the date determined by the Board.
- 2.8 A person will cease being a member in good standing of the Society:

- 2.8.1 if any annual fees are not paid; or
- 2.8.2 upon delivery of written notice of resignation to the Society's office; or
- 2.8.3 if the individual has failed to adhere to the purposes of the Society or has brought the Society into disrepute through intentional or unintentional actions, and, on votes of at least 75 per cent at a general meeting, a motion is passed revoking his or her membership. The subject member must be given notice of at least 15 days and an opportunity to provide both a written and oral representation to the meeting, at his or her election; or
- 2.8.4 upon his or her death, except for honorary membership; or
- 2.8.5 upon no longer qualifying for membership in the Society based on the requirements in bylaws 2.1 or 2.2 above.

3.0 Bylaw No. 3 – General Meetings of the Members

- 3.1 An annual general meeting of the Society shall be held once in every calendar year on a date, time and place to be determined by the Board.
- 3.2 Written notice of the annual general meeting shall be given to all members (voting, associate, and honorary members) at least thirty (30) days in advance of the meeting, by mail or email to the last known address of the member provided to the Society.
- 3.3 A general meeting may be held at the time and place the Board determines.
 - 3.3.1 The Board in its discretion may allow for electronic participation by members at a general meeting, including the ability to vote at such meeting according to rules for electronic voting established by the Board.
- 3.4 Written notice for a general meeting must be provided to members at least seven (7) days before the meeting by mail or email to the last known address of the member provided to the society. Such notice must include the place, day and time of the meeting, and the general nature of any special business to be conducted.
- 3.5 A quorum for the transaction of business at a general meeting is 10 voting members in good standing.
- 3.6 The order of business at a general meeting is as follows:
 - (a) Determine that there is a quorum;
 - (b) Approve the agenda;
 - (c) Approve the minutes from the last general meeting;
 - (d) Deal with unfinished business from the last general meeting;
 - (e) If the meeting is an annual general meeting,

- i. receive the directors' report on the financial statements of the Society for the previous fiscal year, and the auditor's report, in any, on those statements,
 - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint directors, and
 - iv. appoint an auditor, if any;
- (f) Deal with new business, including any matters about which notice has been given to the members in the notice of the meeting; and
- (g) Terminate the meeting.

4.0 Bylaw No. 4 – Fees

4.1 The annual membership fees that may apply to each class of membership will be determined by the Board.

5.0 Bylaw No. 5 – Directors

5.1 The Board shall govern the affairs and supervise the management of the Society. All Directors must be residents of British Columbia and voting members in good standing, except for:

- 5.1.1 the Executive Director position established in Bylaw 5.4; and
- 5.1.2 one associate member, appointed by the Board from among any of the associate membership classes for a two-year term, which Board member will have voting rights as a Board member and all other responsibilities and rights of a Board member.

5.2 The Board shall consist of no fewer than five and a maximum of 10 elected Directors, of which no more than two Directors can be from any one regulatory college, recognized professional association, or recognized profession. At no time will the Board composition exceed 12 members, consisting of a maximum of 10 elected members, the Executive Director, and one associate member Director.

5.3 Directors shall be elected for a two-year term, with up to five Directors being elected in even years, and up to five Directors being elected in odd years.

5.4 The Board may hire an Executive Director for the Society, who shall be a non-voting ex-officio Director entitled to participate fully in discussions at meetings of the Board.

5.5 The Directors, with the exception of the Executive Director, shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of duties and in keeping with any reimbursement policy determined by the Board.

6.0 Bylaw No. 6 – Officers

- 6.1 The officers of the Society shall be:
 - 6.1.1 The President;
 - 6.1.2 The Vice-President;
 - 6.1.3 The Secretary;
 - 6.1.4 The Treasurer; and
 - 6.1.5 The Executive Director (non-voting), and such officers shall form the Executive Committee of the Board.
- 6.2 The officers shall be selected by and from among the Board.
- 6.3 The terms of office of the President and Vice-President shall be for a term of two years commencing at the Board meeting immediately following the annual general meeting.
- 6.4 The Secretary and Treasurer shall have a one-year term of office commencing at the Board meeting immediately following the annual general meeting.
- 6.5 Officer positions can be held by the same individuals for up to four consecutive terms.
- 6.6 The Executive Committee shall be responsible for exercising full powers of the Board in matters of urgency, reporting every action for ratification by the Board at the next Board meeting. The Executive Committee also supports the Board in fulfilling its responsibilities for executive management performance, strategic direction, and organizational quality and effectiveness. The Board of Directors may establish specific terms of reference for the Executive Committee to limit its powers and otherwise further articulate its mandate.
- 6.7 The Vice-President is responsible for carrying out the duties of the President if that person is absent or unable to act. Should the Vice-President be absent or unable to act, the Board can select any other elected Director to assume the role.

7.0 Bylaw No. 7 – Removal of a Director from Office

- 7.1 A Director shall cease to hold office when:
 - 7.1.1 the Director submits a resignation in writing to the President or Vice-President; or
 - 7.1.2 a resolution is approved by secret ballot of a two-thirds (2/3) majority of voting members present at a general meeting, that he or she be removed from office; or
 - 7.1.3 he/she fails to attend two consecutive Board meetings, without being excused by the Board by resolution; or
 - 7.1.4 he/she is no longer a member in good standing with the Society; or
 - 7.1.5 he/she dies or is incapable of carrying out the duties of a director.

7.2 Upon ceasing to be Director, the Board may appoint a replacement to serve until completion of the applicable term of office.

8.0 Bylaw No. 8 – Meetings of the Directors

8.1 The Board may meet at such places as they deem suitable for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, but the Board shall meet at least two (2) times per year.

8.2 The President may call additional meetings of the Board at his/her discretion, but must give written notice of such meetings of no less than three business days.

8.3 A quorum of the Board is a majority of its members.

8.4 The Executive Committee shall meet as its members deem necessary to carry out its mandate.

8.5 A quorum for a meeting of the Executive Committee shall be two elected officers.

8.6 The meeting chair does not have a vote at meetings of the Board.

8.7 A Director unable to attend a meeting of the Board may give his/her proxy to any other Director who shall be present. The proxy shall be submitted in writing to the President prior to the commencement of the meeting.

8.8 A Board meeting may be conducted in person, by teleconference, or by electronic means or any combination. All Directors must have access to all meeting materials, and be able to communicate with all other Directors at the meeting.

9.0 Bylaw No. 9 – Committees

9.1 The Board has authority to establish and appoint individuals to committees, task forces or other like groups as it sees fit from time to time, and to determine whether such group is a standing committee, ad hoc or otherwise.

9.2 The Board shall approve a terms of reference for any committee or like group it establishes, which document must include the duties and powers of the group, appointment of a chair, membership criteria, term of office and any other procedural requirements the Board determines.

10.0 Bylaw No. 10 – Voting at General Meetings

- 10.1 Voting Members of the Society each have one vote at general meetings.
- 10.2 Votes may be cast in person or may be cast by proxy for all matters except the election of Directors. Only voting members present at the meeting may elect Directors.
 - 10.2.1 A proxy vote may be assigned by any voting member to any other voting member in good standing in the Society upon completion of a proxy voting form made available with the notice of meeting. All proxy votes must be registered at least 15 minutes before the commencement of the meeting.
- 10.3 In all cases except for the adoption, amendment and repeal of bylaws, the removal of a Director, the conferral or removal of an Honorary Member, a simple majority of the votes cast will carry.
- 10.4 The voting for Directors shall be by secret ballot.
- 10.5 The chairperson of a general meeting does not have a vote.

11.0 Bylaw No. 11 – Duties of Directors

- 11.1 Directors must exercise powers and perform their functions in compliance with these bylaws and the Act, including the requirement to act honestly and in good faith, in the best interests of the Society.
- 11.2 The President shall preside at all meetings of the Society and at all meetings of the Executive Committee.
- 11.3 The Vice-President shall, in the absence of the President, perform the duties of the office of the President. In the absence of both, the Board may appoint a Director to assume the chair role.
- 11.4 The Treasurer shall have general financial review responsibilities for the finances of the Council and shall perform such other duties as may be required from time to time by the Board. The Treasurer shall present an audited financial statement at the annual general meeting.
- 11.5 The Executive Director shall be the Chief Executive Officer of the Society, and, shall perform those duties required of him/her by the Board.
- 11.6 The Executive Director shall ensure that minutes of all meetings are properly kept, issue notices in respect of such meetings, furnish details of all business at such meetings, keep a roll of membership, conduct correspondence and take charge and custody of all papers of the Society, notify members of elections, furnish all members with copies of the Bylaws of the Society, certify documents issued by the Society and perform such other duties as are required by law or as the Board may from time to time require.

11.7 The Executive Director shall have general charge of the finances of the Society. He/she shall ensure the deposit of all moneys and other valuable effects of the Society in the name and to the credit of the Society in such banks or other depositories as the Board may from time to time designate by resolution, and shall render to the Board an account of the financial condition of the Society and of all Society transactions, and as soon as possible after the close of each financial year shall make and submit to the Board a like report for such financial year. He/she shall have charge and custody of and be responsible for the keeping of the books of account as required pursuant to the laws governing the Society.

12.0 Bylaw No. 12 – Indemnity

12.1 Subject to the provisions of the Act, every Director, shall at all times be indemnified, out of the funds of the Society, from all liabilities which he or she may incur while performing his or her tasks on behalf of the Society while so performing such tasks honestly and in good faith.

13.0 Bylaw No. 13 – Amendments to the Constitution and Bylaws

13.1 The constitution and the bylaws of the Society may be amended by special resolution passed by a majority of not less than three quarters (3/4) of the votes of the voting members present and entitled to vote at a duly constituted annual or general meeting.

13.2 Notice for all general meetings will be sent to voting members by mail or e-mail to the last address provided to the Society by the members, and such notice will be posted on the Society web site. Failure to receive such notice does not constitute a breach of these bylaws.

14.0 Bylaw No. 14 – Fiscal Year

14.1 The fiscal year of the Society shall be from July 1 to June 30.

15.0 Bylaw No. 15 – Order of Business

15.1 The agenda for Board meetings shall be prepared by the Executive Director and adopted by motion at each meeting.

16.0 Bylaw No. 16 – Auditors

16.1 The Board shall, at each annual general meeting, appoint an auditor to audit the accounts of the Society, such auditor to hold office until the next annual general meeting.

17.0 Bylaw No. 17 – Inspection of Books

17.1 The Executive Director shall, upon request by a member or any Director for examination of records required to be maintained under the Act, allow for such inspection in accordance with the Act and any lawful Board resolution in relation to certain documents as permitted under the Act.

18.0 Bylaw No. 18 – Rules of Order

18.1 The rules contained in “Robert’s Rules of Order” shall govern the meetings of the Society and its committees in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Society.

19.0 Bylaw No. 19 – Office

19.1 The Society’s office shall be in the province of British Columbia.

20.0 Bylaw No. 20 – Corporate Seal

20.1 The Seal of the Society shall be in such form as shall be prescribed by the Board and shall be endorsed with the words “Sport Medicine Council of British Columbia”.

20.2 The Seal shall remain in the custody of the Executive Director and shall be maintained at the Society’s offices and applied in accordance with law and any direction from the Board.

21.0 Bylaw No. 21 – Borrowing Powers

21.1 The Board of Directors may, and are hereby authorized to borrow money upon such terms and conditions and in such manner as they deem expedient, subject to the Act.

22.0 Bylaw No. 22 – Signing Officers

22.1 The signing officers of the Society shall be any of the President, the Vice-President, the Treasurer, or the Executive Director.

23.0 Bylaw No. 23 – Dissolution

23.1 On dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to such charitable British Columbia organization or organizations as may be decided by the members. **This provision was previously unalterable.**

24.0 Bylaw No. 24 – Non-Profit

24.1 The Society business shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its objects. **This provision was previously unalterable.**