



## SPORT MEDICINE COUNCIL OF BRITISH COLUMBIA

### CONSTITUTION

#### 1. NAME

The name of the Society shall be:

Sport Medicine Council of British Columbia,

herein called the Society.

#### 2. 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;
- 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.

#### 3. DISSOLUTION

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.

#### 4. NON-PROFIT

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.

#### 5. UNALTERABLE CLAUSES

Clauses 3, 4, and 5 are unalterable.



## SPORT MEDICINE COUNCIL OF BRITISH COLUMBIA

### BY-LAWS

#### BY-LAW NO. 1 - DEFINITIONS

- 1.1 Sport Medicine - sport medicine is the field of practice concerned with the preparation and the medical and paramedical care of sport and recreation participants and the prevention and management of sport injuries and illnesses.
- 1.2 Full Member – practitioners interested in preventing and treating sports injuries, and generally promoting quality sport medicine, sport science services and health promotion.

#### BY-LAW NO. 2 – MEMBERSHIP

- 2.1 Full Member: Individuals are eligible for full membership in the Society if they are medical, paramedical or sport science professionals with an interest in sport medicine, sport science and health promotion, pay all dues and fees, and who are either:
  - 2.1.1 a current member of a Regulatory College under the British Columbia Health Professions Act, or
  - 2.1.2 a current member of a para-medical or sport science professional association as recognized by the Sport Medicine Council of British Columbia, or
  - 2.1.3 a sport scientist where no professional association exists in Canada, but whose profession is recognized by the Sport Medicine Council of British Columbia as contributing to the purposes of the Society.

Full Members are voting members of the Society.

- 2.2 Student Member: Individuals are eligible for student 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 all dues and fees. Student membership is a non-voting category.
- 2.3 Associate Member: An individual is eligible for associate membership if they do not meet membership eligibility qualifications under 2.1 or 2.2, but support the purposes of the Society, and pay all dues and fees. Associate membership is a non-voting category.
- 2.4 Honorary Membership: Honorary Members are those individuals who have made outstanding contributions to the Society over a number of years, and who have been selected and named as Honorary Members by the membership at a General Meeting of the Society.
  - 2.4.1 The investiture of Honorary Membership on an individual must be approved by at least 75% of the voting members present at a General Meeting. The notice of motion for such a vote must be pre-circulated to the membership at least 15 days before the applicable general meeting.
  - 2.4.2 The call for nominations for Honorary Membership will be made at least once per year by the Society.
  - 2.4.3 Honorary Members are named in perpetuity.
  - 2.4.4 Notwithstanding 2.4.3, the title of Honorary Member can only be removed through a 75% vote at a General Meeting for reasons of misconduct or misrepresentation of the Society. The notice of motion for such a vote for termination must be pre-circulated to the membership at least 15 days before the applicable general meeting.
  - 2.4.5 Honorary Members do not receive a vote at general meetings of the Society.

- 2.5 The membership year of the Society is July 1 to June 30. To be eligible to vote an Annual General Meeting, application for full membership and payment of all fees and dues must be filed in the registered office of the Society by June 30 of the applicable membership year.
- 2.6 A person will cease being a member in good standing of the Society if:
- 2.6.1 annual fees are not paid; or
  - 2.6.2 a letter of resignation is submitted to the Society's office or
  - 2.6.3 he/she has failed to adhere to the purposes of the Society or has brought the Society into disrepute through intentional or unintentional actions, and, on a majority of votes at a general meeting, a motion is passed revoking his or her membership.
  - 2.6.4 on his or her death
  - 2.6.5 no longer qualify for membership in the Society based on the requirements of 2.1, 2.2 or 2.3 above.

### **BY-LAW NO.3 – GENERAL MEETINGS OF THE MEMBERS**

- 3.1 The Annual General Meeting of the Society shall be held once in every calendar year and not more than fifteen (15) months after the holding of the last preceding General Meeting.
- 3.2 Written notice of the Annual General Meeting shall be given to all members at least thirty (30) days in advance of the meeting.
- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Board may, whenever it thinks fit, or shall within twenty-one days of a request by two thirds (2/3) of the Directors, convene an extraordinary general meeting. Notice for an Extraordinary General Meeting must be given to the membership at least fifteen (15) days in advance of the meeting.
- 3.4 The notice for a general meeting 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 Annual General is 5% of the membership in good standing as of March 31<sup>st</sup>, or 10 persons, whichever number is lesser. The quorum for an Extraordinary General Meeting is 5% of the membership in good standing as of 21 days prior to the meeting, or 10 persons, whichever number is lesser.
- 3.6 The business conducted at the Annual General Meeting shall include:
- 3.6.1 adoption of the rules of order
  - 3.6.2 consideration of the financial statements
  - 3.6.3 reports of the Directors
  - 3.6.4 appointment of the auditor
  - 3.6.5 election of the Directors
  - 3.6.6 any other business that should be conducted at an Annual General Meeting, including any special resolutions or ordinary resolutions to be considered by the membership

### **BY-LAW NO.4 - FEES**

- 4.1 Annual membership fees will be determined each year at the Annual General Meeting. Failure of the membership to make a decision about membership fees will result in the prior year's fee continuing to be in place for the ensuing membership year.

## **BY-LAW NO.5 - DIRECTORS**

- 5.1 The affairs of the Society shall be managed by a Board of Directors, all of who shall be residents of British Columbia and Full Members in good standing of the Society.
- 5.2 The Board of Directors shall consist of a maximum of ten elected directors, of which no more than two Directors can be from any one regulatory college or recognized professional association, or recognized profession.
- 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 Directors 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.

## **BY-LAW NO.6 - OFFICERS**

- 6.1 The officers of the Society shall be:
  - 6.1.1 The Chairperson;
  - 6.1.2 The Vice Chairperson;
  - 6.1.3 The Treasurer; and
  - 6.1.4 The Executive Director (non-voting),and shall form the Executive Committee.
- 6.2 The Chairperson and Vice Chairperson shall be selected from amongst the elected Directors and by the Directors.
- 6.3 The terms of office of the Chairperson and Vice Chairperson shall be for a term of two years commencing at the Annual General Meeting.
- 6.4 The Treasurer shall be elected from among the remaining 8 Directors, and the term of office of the Treasurer shall be one year.
- 6.5 The Board meeting to select the Chairperson, Vice Chairperson and Treasurer shall be held immediately after the applicable Annual General Meeting.
- 6.6 The Executive Committee shall be responsible for the ongoing management of the Society. This committee may exercise all power and authority that has not been expressly directed at the Board of Directors.
- 6.7 In case of the Chairperson's absence or inability to act, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to the Vice Chairperson or any other elected Director of the Society for the time being, provided that a majority of the Board of Directors concur.

## **BY-LAW NO.7 - REMOVAL OF A DIRECTOR FROM OFFICE**

- 7.1 A Director shall cease to hold office when:
- 7.1.1 the director resigns his or her office, by delivering a written resignation to the Office of the Society;
  - 7.1.2 if at a Special General Meeting of members, where a resolution voted upon by secret ballot is passed by two thirds (2/3) of the members present at the meeting, that he or she be removed from office;
  - 7.1.3 he/she fails to attend two consecutive board meetings, without just cause, or generally fails to fulfill his/her duties as a director;
  - 7.1.4 he/she dies.
- 7.2 Upon ceasing to be a Director, the Board may appoint a replacement who will serve until completion of the applicable term of office.

## **BYLAW NO. 8 – MEETINGS OF THE DIRECTORS**

- 8.1 The Directors may meet together 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 Directors shall meet at least two (2) times per year.
- 8.2 The Chairperson may call additional meetings of the Board of Directors at his/her discretion.
- 8.3 A quorum of the Board is a majority of its members.
- 8.4 The Executive Committee will meet as necessary to conduct the business of the Society.
- 8.5 A quorum for a meeting of the Executive 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 of Directors may give his/her proxy to any other Director who shall be present. The proxy shall be submitted in writing to the Chairperson prior to the commencement of the meeting.
- 8.8 A meeting of Directors may be conducted in person, by teleconference, through a Voice over Internet Protocol system, or through a combination of the above. All Directors in attendance must have access to all meeting materials, and be able to communicate with all other Directors at the meeting.

## **BY-LAW NO.9 – COMMITTEES**

- 9.1 Standing Committees: the Society shall have five Standing Committees:
- 9.1.1 Conference Committee
  - 9.1.2 Education Committee
  - 9.1.3 Health Promotion Committee
  - 9.1.4 High Performance Committee
  - 9.1.5 Member Services Committee

- 9.2 The terms of reference for the Standing Committees and the procedures for appointments to the committees can be found in the applicable Operating Board and / or Policy Handbook of the Society.
- 9.3 Standing Committees shall normally be chaired by a Director and each Standing Committee shall have at least one Director among its committee members. However, the Board may, in its discretion, appoint a chair who is not a Director of the Society. Committee chairs will report directly to the Board.
- 9.4 Members of Standing Committees need not be Directors and shall be appointed by the Board for a term of two years
- 9.5 Ad Hoc Committees: The Board, in its discretion, may from time to time, create Ad Hoc Committees to attend to designated tasks for the Society. The Ad Hoc Committee Chairperson and committee members shall be appointed by the Board, and the term of the Ad Hoc Committee members shall last only to the next Annual General Meeting of the Society.
- 9.6 The Board will develop terms of reference specific to each Ad Hoc Committee created, including the general scope of responsibility, reporting requirements, any applicable deadlines and financial parameters.
- 9.7 An Ad Hoc Committee may be re-struck at an Annual General Meeting.

#### **BY-LAW NO.10 - VOTING AT GENERAL MEETINGS**

- 10.1 Full 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 members present at the meeting may elect Directors.
- 10.2.1 A proxy vote may be assigned by any full member to any other full member in good standing in the Society upon completion of the 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 by-laws, amendments to the Constitution and Bylaws, the removal of a Director, the investiture 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.

#### **BY-LAW NO.11 – DUTIES OF DIRECTORS**

- 11.1 The Chairperson shall preside at all meetings of the Society and at all meetings of the Executive Committee. He/she shall ensure that the Directors and committees perform their respective duties.
- 11.2 The Vice Chairperson shall, in the absence of the Chairperson, perform the duties of the office of the Chairperson.
- 11.3 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 Chairperson and

Board of Directors. The Treasurer shall present an audited financial statement at the Annual General Meeting.

- 11.4 The Executive Director shall be the Chief Executive Officer of the Society, and, shall perform those duties required of him/her by the Executive Committee.
- 11.5 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 by-laws of the Society, certify documents issued by the Society and perform such other duties as are required by law or as the Executive Committee may from time to time require.
- 11.6 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 Council in the name and to the credit of the Society in such banks or other depositories as the Executive Committee may from time to time designate by resolution, and shall render to the Executive Committee, an account of the financial condition of the Association and of all Society transactions, and as soon as possible after the close of each financial year he/she shall make and submit to the Executive Committee 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.

#### **BY-LAW NO. 12 - INDEMNITY**

- 12.1 Subject to the provisions of the Society Act, every Board member, or other person who has undertaken any liability on behalf of the Society, and their heirs, executors, administrators and assigns, shall at all times be indemnified, out of the funds of the Association, from all liabilities which he or she may incur while performing his or her tasks on behalf of the Association. An exception to this indemnification will be made for those liabilities that are incurred by his or her own willful neglect or default.
- 12.2 No Board member, or Council member, shall be liable for the acts, neglects or default of any other Board or Council member or agent.

#### **BY-LAW NO. 13 - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

- 13.1 The Constitution and the by-laws 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 members present and entitled to vote at a duly constituted Annual Meeting or special General Meeting of the Society of which thirty (30) days' notice specifying the intention to propose the change as a special resolution has been given.
- 13.2 Notification for all general meetings will be sent to all full members by mail or e-mail to their last known address, and will be posted on the Society web site. Failure to receive such notice does not constitute a breach of these bylaws.

#### **BY-LAW NO. 14 - FISCAL YEAR**

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

#### **BY-LAW NO. 15 - ORDER OF BUSINESS**

- 15.1 The Agenda for Council meetings shall be prepared by the Executive Director and adopted by motion at each meeting.

#### **BY-LAW NO. 16 - AUDITORS**

- 16.1 The Directors shall, at each Annual Meeting, appoint an Auditor to audit the accounts of the Society to hold office until the next Annual Meeting, An approved audited statement shall be filed annually with the British Columbia Registrar of Societies.

#### **BY-LAW NO. 17 - INSPECTION OF BOOKS**

- 17.1 The Executive Director shall, upon request made by any Director or Directors, appoint a place and time, not more than three (3) weeks from the date of such requests, for the examination at a reasonable time by such Directors or Directors, of the records, and accounts of the Society, in the presence of not less than two (2) of the Officers of the Society.

#### **BY-LAW 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 by-laws of the Society.

#### **BY-LAW NO.19 - OFFICE**

- 19.1 The Council's office shall be in the province of British Columbia.

#### **BY-LAW NO. 20 - CORPORATE SEAL**

- 20.1 The Seal of the Society shall be in such form as shall be prescribed by the Executive Committee 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 lodged in the Council's head office.

#### **BY-LAW 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 Society Act.

#### **BY-LAW NO. 22 - SIGNING OFFICERS**

- 22.1 The signing Officers of the Society shall be the Chairperson, the Vice Chair, the Treasurer, and the Executive Director.