

BOXING BC ASSOCIATION

Constitution and By-Laws

Prepared by: Boxing BC Executive and Staff

Amended: February 29, 2020 at the-Annual General Meeting



CONSTITUTION

Name

The name of the Society is Boxing BC Association.

Purpose

Boxing BC shall provide the residents of British Columbia access to and participation in the opportunities, programs and activities of amateur boxing.

By-Laws

1. Definitions

- i. The registration season shall commence on the first day of September in any one year and end on the thirty-first day of August of the following year.
- ii. The rules governing amateur boxing in British Columbia shall be those approved by Boxing Canada and these Constitution and By-laws. Should a conflict in Rules be encountered, those approved by Boxing Canada shall prevail.
- iii. Where the word 'Society' appears in these By-laws, it shall mean Boxing BC Association.
- iv. The area under the authority of Boxing BC Association shall be the entire Province of British Columbia.
- v. Special Resolution shall mean a resolution passed in a Special or Annual General Meeting by a majority of two-thirds of votes cast and of which not less than fifteen days written notice specifying the intention to propose the resolution as a Special Resolution has been given.
- vi. Ordinary Resolution shall mean a resolution passed by a majority of members entitled to vote and who are present at any Special or Annual General Meeting.

2. Membership and Voting

- i. Membership in Boxing BC shall be open to persons signed up as:
 - Athletes
 - Officials
 - Coaches
 - Associates
 - Recreational Members
- a. Any resident of British Columbia who is willing and interested in the promotion of amateur boxing, living/ operating within the Province of British Columbia and willing to comply with and abide by all rules, regulations, Constitution and By-Laws and operating policies of the Society may apply for membership.
- b. Any person or organization desirous of joining Boxing BC shall submit such an annual membership application and annual membership fee for the current year as set by the Executive of Boxing BC and published in the Operating Policy. Until the annual membership is paid, a member shall not be considered in good standing.
- c. Membership eligibility shall be at the sole discretion of the Boxing BC Board of Directors.
- d. Membership will be valid from September first of one year to December thirty-first of the following year.
- e. Members Not in Good Standing shall be those who fail to remit their annual membership dues by

January 15th of the current year. These members shall be suspended from all activities and privileges of membership. Delinquent members can be reinstated by payment of all monies owed to the Association.

- ii. For the Election of Officers, Boxing BC shall have an electronic mail voting system that will be overseen by an independent agent/ agency to elect new Officers and Board members. Elections will be called by the Executive in accordance with the terms of office ascribed to Officers of the Executive and Board in Section 5 and 6 of the Boxing BC By- Laws.

Nominations and Elections of Officers should be held as soon as possible following an AGM in order to respect any possible changes to the By-laws and to facilitate good planning.

Boxing BC will have two classes of Voting Members:

- **Voting Members**
- **Non-Voting Members**

a. Voting Members:

The Voting Members of Boxing BC are defined as the following Members in Good Standing: Voting members must be 18 years of age or older and have been registered members of Boxing BC for at least 90 days prior to a Vote.

- i. Members of the Executive Committee;
- ii. Members of Board of Directors;
- iii. Registered Head Coaches of Chartered Clubs;
 - a) To qualify for their vote a Club shall:
 - o Have been registered with Boxing BC for at least 90 days prior to the Vote;
 - o Have a minimum of five (5) members who have been registered with Boxing BC for at least 90 days prior to the vote; at least one (1) of these members must be registered as a competitive boxer;
- iv. All certified Competition Introduction Coaches and above;
- v. All Level 2 Officials and above.

Proxy Votes will not be allowed.

As per the Societies Act of BC, no member may have more than one vote regardless of voting eligibility in more than one of the above categories.

Abstentions will not be counted when establishing a majority.

b. Non-Voting Members:

- i. Non-voting members of Boxing BC are defined as all other Members in Good Standing;
- ii. Instruction Beginner Apprentice Coaches;
- iii. Level 1 Officials;
- iv. Recreational, associate, *competitive* and non-competitive members.

Non-Voting Members shall have no vote in the affairs of the Association but, will be entitled to attend Special and Annual General Meetings and to participate in those meetings.

3. Chartered Clubs

Applications for Club Charters shall be submitted on the annual club membership application and accompanied by the annual membership fee for the current year as set by the Executive of Boxing BC and published in the Operating Policy. Until the annual membership is paid, a member shall not be considered in good standing.

The granting of Club Charters will be sole right of the Boxing BC Board of Directors.

4. Honorary Members

Any person or corporation may be elected by a two-thirds majority vote at an Annual General Meeting to the status of 'Honorary or Lifetime Member'. This can be revoked at any time for cause.

Honorary Members will not pay annual registration fees. Nomination of such candidate(s) shall be posted fifteen days prior to an Annual Meeting.

5. Board of Directors

The Board of Directors of the Association shall be the Officers of the Society and shall, with the exception of the Past President and appointed positions, be elected for two-year terms by the Voting Members of the Association as specified in Section 7.

- i. A Director must be at least 18 years of age;
- ii. A Director must not be found by a court to be incapable of managing their own affairs;
- iii. A Director must not be an un-discharged bankrupt;
- iv. A Director must not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity or an offence involving fraud, subject to the court ordering otherwise, a pardon being granted or 5 years having elapsed.
- v. And any other qualifications set out in these By-laws.
- vi. The Board shall be composed of the following paid up members:

President

1st Vice President

2nd Vice President

Treasurer

3rd Vice President

Past President

Chief Official

Director of Coaching

Female Athletes' Representative

Male Athletes' Representative

Director of Diversity & Inclusion

Provincial Team Head Coach

High Performance Director

Medical Director

1st Director at Large

2nd Director at Large

Elected in Odd Years: President, Treasurer, Director of Coaching, Male Athletes' Representative, Female Athletes' Representative, 1st Director at Large.

Elected in Even Years: 1st Vice President, 2nd Vice President, 3rd Vice President, Chief Official, Director of Diversity and Inclusion, 2nd Director at Large,

Appointed by the Board: Medical Director, Provincial Team Head Coach, High Performance Director.

- vii. No member of the Board shall be remunerated for being or acting as a Board member but shall be reimbursed for expenses necessarily and reasonably incurred by him/ her while engaged in the affairs of the Society and which have been approved by the Executive.
- viii. Directors must also provide written consent to act.
- ix. Should a vacancy on the Board occur for any reason, the Executive shall have the right to appoint a to the position for the duration of the elected term.

6. Executive Committee

The Executive Committee of the Association shall be the Officers of the Society, and shall include the following positions:

President

1st Vice President

2nd Vice President

Treasurer

3rd Member at Large

Past President

7. Duties and Responsibilities of the Board of Directors

- i. The business of the Society shall be carried on by the Board of Directors who shall interpret the Constitution and By-laws, and 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 or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:
 - a. All laws affecting the Society;
 - b. These By-laws;

- c. Rules, not being inconsistent with these Bylaws, made from time to time by this Society in a general meeting.
- ii. The powers of the Directors shall include the power to make such rules and regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Society, subject to the approval of the members at the next following general meeting, and such rules and regulations are binding on the members and those participating in the Society's programs. (c) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
 - a. The specific positional duties of the Board of are outlined in the Boxing BC Policies.

The Board of Directors are concerned with issues and decisions related to the long-term direction, sustainability and relevance of Boxing BC.

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President

Is Chairman of all Boxing BC and Executive/ Board Meetings, is a member ex-officio of all Committees and the Association's representative to the National body.

1st Vice President

Shall assume the position of the President in his/ her absence.

2nd Vice President -

Shall assume the duties of President in the absence of both the President and the 1st Vice President.

3rd Vice President

Shall assist the President in fulfilling his/ her duties as required. Shall assume the duties of the President in the absence of the President, 1st and 2nd Vice Presidents

Treasurer

Shall oversee maintenance of the financial records of the Society and shall have an accounting background or similar designation satisfactory to fulfilling the duties required.

Past President

The Past President will assist the Board with historical context.

Chief Official

Shall be a Level 4 Official or higher and will be elected by Boxing BC Officials

Provincial Team Coach

Appointed by the Board of Directors.

Director of Caching

Will act as liaison between Coaches and the Executive of Boxing BC Board of Directors.

Male and Female Athletes' Representatives

Shall represent the general athlete membership.

Director of Diversity and Inclusivity

Shall assist the Association in continued policy development and education on diversity and inclusion as relates to underrepresented groups.

1st Director at Large

Duties as defined in organization by-laws or as needed to fulfill Board requirements and address overall organizational goals.

2nd Director at Large

Duties as defined in organization by-laws or as needed to fulfill Board requirements and address overall organizational goals.

High Performance Director

Appointed by the Board of Directors to provide expertise on the Organization's High-Performance program.

Medical Director

Appointed by the Board of Directors.

8. Staff

The Executive may authorize the employment of such persons as they deem necessary to carry out the objectives of Boxing BC and such employee(s) shall have the authority to and shall perform duties as prescribed by the Board of Directors.

9. Oath of Office of Executive and Board of Directors

All members appointed or elected to the Boxing BC Executive and/ or Board of Directors must agree to fulfill the duties as stated in the current Boxing BC By-laws of the position for which they stand.

- i. Must sign an Oath of Office agreeing to adhere to that commitment on behalf of all chartered clubs within Boxing BC;
- ii. Must be and remain a member in good standing of the Association;
- iii. Willful failure to knowingly not fulfill the duties as stated in the current Boxing BC By-laws shall be cause for removal from office.

10. Resignation and Removal from Office

No Director or Officer of the Society be eligible to hold office if:

- i. By notice in writing, he/ she resigns from office;
- ii. He/ she is asked to resign or removed from office by Special Resolution. A two-thirds majority approval is required for removal of a Director
- iii. He/ she ceases to be a Member in Good Standing;
- iv. He/ she fails to attend, without leave of the Executive/ Board, three (3) consecutive meetings of the Executive or Board.

11. Termination of Membership

The Board shall have authority to suspend or expel any Member from the Association.

When a member is suspended or expelled, the member shall forfeit all rights and privileges in organized amateur boxing in British Columbia until such time as the said member is re-instated as a member in good standing.

Membership in the Society shall cease when:

- i. The Member delivers a resignation, in writing, to the Society;
- ii. A Member may be suspended or expelled for violation of the Constitution and By-laws or Operating Policies or for any other serious breach of rules and regulations;
- iii. A Member carries out any conduct which may be detrimental or harmful to the Association as determined by the Board of Directors in its sole discretion;
- iv. A Member may be expelled by a Special Resolution tabled by a two-thirds majority of the Voting Members and passed at a Special or Annual General Meeting;
 - a. A notice for expulsion by Special Resolution must include a factual statement of the reasons for the proposed expulsion.
 - b. The Member who is the subject of the proposed resolution shall be given the opportunity to be heard at the meeting before the Special Resolution is out to a vote.
- v. All members are in good standing except a member who has failed to pay his/ her current annual fees or any other subscription or debt due and owing of him/ her to the Society and the member is not in good standing until the period of suspension has been served;
- vi. Any member, negligent in the payment of dues or other monies owing to the Association, shall have a defined time of thirty days for payment of arrears, upon written notice delivered by registered mail.
- vii. Any chartered club or voting member with an outstanding balance carried at a Boxing BC Annual General Meeting will forfeit their voting rights.

12. Committees

The Board has authority to establish any standing committee or ad hoc committee deemed necessary to further the business of the Association.

The Association will endeavor to ensure a mix of genders in all Committees.

13. Meetings

Executive and Board Meetings: Eligibility of attendance is by invitation of the Chair. Executive meetings shall be held monthly or at the call of the President.

Annual General Meetings: Must be held annually and shall take normally place in the fall or as close to the beginning of the competition year as possible. There shall be thirty days written notice of all Annual General Meetings. All Members in Good Standing may attend and have voice on all matters. Five (5) % of the voting members may request that a matter be put on the Agenda.

Elections: Commensurate with the electronic voting set out in Section 2(ii) of the By-laws, Elections for Officers and Board Members shall be called by the Executive in accordance with the terms of office of the

Board of Directors in Section 5 of the Boxing BC By-laws;

Semi-Annual General Meetings: Held only if required. There shall be thirty days' written notice of all Semi-Annual General Meetings.

Special Meetings: May be held at the call of the President or upon the request of at least ten% of the voting members. Notice of such Special Meetings must be forwarded at least fifteen days prior to the date of such meeting to all voting members of the Society and the notice shall set forth the nature of the business to be transacted at the Meeting.

Quorum: Except at Executive and Board meetings where a clear majority is necessary, a Quorum shall be at least ten voting members of Boxing BC.

14. Revenue and Expenses

- i. The Treasurer shall oversee the maintenance of the Association bank accounts. These accounts shall be called the Operating Account, the Gaming Account, and the Fundraising or Specified Donations Account.
- ii. Any claims for reimbursement must be accompanied by a bona fide receipt before payment is approved. The Executive of Boxing BC has the final approval of all payments

15. Signing Officers and Use of the Seal

- i. The signing officers of the Society shall be the President, Treasurer, Executive Director and any one other member of the Executive.
- ii. The Seal of the Society shall be maintained at the registered office and shall not be affixed to any document except on authority of an Ordinary Resolution of Boxing BC and in the presence of two signing officers.

16. Organization

This is a Non-Profit Society and has no borrowing powers.

17. Audit of Accounts

Refer to the Boxing BC Financial Policy.

18. Dissolution

Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in winding up shall be distributed to such charitable organization or organizations registered under the Income Tax Act (Canada) as may be determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable.

19. Inspection of Minutes, Books and Records of Boxing BC

Records required to be kept by the Societies Act may be viewed and copied by members with reasonable notice. Members of the public may view these records with reasonable notice at the discretion of the Board.

20. Disclosure

Under the new Societies Act, members of the public are permitted to view the Society's Constitution and By-laws, Annual Reports, Directors' register, registered address, Financial Statements and remuneration of Directors, certain staff and contractors.

21. Alteration of the Constitution and By-laws

These By-laws may be added to, repealed or amended or altered by a Special Resolution.

22. Official Rules of Order

Roberts' Rules of Order are the official rules of order governing all meetings of the Society except where they are at difference with the Constitution and By-laws, in which case the Constitution and By-laws shall have precedence.