

BOXING BC ASSOCIATION

Constitution and By-Laws

Prepared by: Boxing BC Executive and Staff

Amended:

September 29, 2018 at Semi-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

Vision Statement

Boxing BC shall recognize and support the goals of each individual member and provide the opportunity to instill in the members confidence, self-esteem, respect for others, a sense of discipline and concepts of fair play and sportsmanship that all communities shall benefit.

Values

These statements shall form the values held by Boxing BC and reflect the ideals of the Society that the programs and opportunities provided shall benefit all member athletes, coaches, officials and volunteers:

- i. Opportunities shall be positive, enjoyable and educational in an environment free from harassment and abuse;
- ii. Participation shall be devoted to safety, physical conditioning and character building;
- iii. Respectful communication shall be honest and open with issues and problems being dealt with in a professional and un-biased manner; and
- iv. Integrity, sportsmanship and excellence shall produce pride-filled results in all areas of participation.

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.

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 not less than 75% of the 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:
 - Boxers
 - 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 Nominations and Elections 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.

- i. Members of the Executive Committee;
- ii. Members of Board of Directors;
- iii. Registered Head Coaches of Chartered Clubs;
 - a) To qualify for this 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 (old Level 2) 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:

Non-voting members of Boxing BC are defined as all other Members in Good Standing:

- i. Apprentice (old Level 1 Coaches);
- ii. Level 1 Officials;
- iii. Recreational, Associate 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 75% 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. Executive Members

The Executive of the Association shall be the Officers of the Society and shall, with the exception of the Past President, be elected for two-year terms by the Voting Members of the Association as specified in Section 7. The year of the election for each position is indicated with each position.

- 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 Executive shall consist of the following paid up members:

Position	Years
President	odd
1 st Vice President	even

2 nd Vice President	even
Treasurer	odd
3 rd Member at Large	even
Past President	Not elected

- vii. No member of the Executive shall be remunerated for being or acting as an Executive 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 of the Executive occur for any reason, the Executive shall have the right to appoint a representative to the position for the duration of the elected term.

6. Board Members

- i. The members of the Board not on the Executive shall be elected for two-year terms by the Voting Members of the Association, except where otherwise indicated. The year of the election for each position is indicated with each position below.
- ii. A Director must be at least 18 years of age.
- iii. A Director must not be found by a court to be incapable of managing their own affairs;
- iv. A Director must not be an un-discharged bankrupt;
- v. 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.
- vi. And any other qualifications set out in these By-laws.

The Board shall be composed of the Executive member plus the following paid up members:

Position	Years
Chief Official	even
Coaches Representative	odd
Athletes Representative	
Male	odd

Female	odd
Director of Diversity and Inclusion	even
1 st Director at Large	odd
2 nd Director at Large	even
Provincial Team Coach	appointed
High Performance Director:	appointed
Medical Director	appointed

- 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 representative to the position for the duration of the elected term.

7. Duties and Responsibilities of the Boxing BC Executive and Board

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

The By-laws identify Executive and Board duties:

- Will set and monitor the accomplishment of the vision, mission, values (or their equivalent) and strategic direction of Boxing BC;
- Will provide continuity for Boxing BC by ensuring its financial health;
- May make policies governing the management of the affairs of Boxing BC;
- May determine registration procedures and membership fees, dues, assessments, charges and other registration requirements for Members;
- May perform any other duties from time to time as may be in the best interests of Boxing BC.

Following is a general description of the roles of a policy Board; this will be confirmed and further detailed over time.

- Set strategic direction for the organization and establish written targets for what is to be achieved.

- Identify risks to the organization that are unacceptable and write them down as boundaries for action.
- Delegate to staff the authority to manage the organization in order to achieve outcomes within identified boundaries.
- Practice discipline in recruiting and orienting new board members, meeting attendance and preparedness, decision, focus and avoidance of conflict of interest.
- Regularly monitor and evaluate its own performance as a board.

Report back to the Members on progress towards outcomes

i. President

Is, upon election, automatically one of Boxing BC's two representatives to Boxing Canada and shall be registered with the National body as the representative for British Columbia holding the national vote; is Chairman of all Boxing BC and Executive/ Board Meetings and is a member ex-officio of all Committees; is a signing officer on all Boxing BC's accounts; presides at all meetings in which he/ she is the Chair and his/ her rulings, when concurred with by the Executive, are final; shall prepare and present an annual report at the Annual General Meeting of the Association. The Presidency is for a term of two years and the incumbent can succeed him/ herself in future elections.

ii. 1st Vice President

Shall assume the position of the President in his/ her absence. Responsibilities shall include organization of tournaments, games and major competition planning; liaising with all Boxing BC sanctioned events; liaison with Boxing Canada for Nationals; liaison for other Provinces for events.

iii. 2nd Vice President

Shall assume the duties of President in the absence of both the President and the 1st Vice President. Responsibilities shall include increasing the number of members; quality and quantity of member services; fundraising; athlete assistance program; volunteer development, social media; liaising with the media, clubs and the sports community.

iv. 3rd Member at Large

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. Responsibilities shall include maintenance of the Constitution and By-laws; operating policies; governance and succession planning; liaison with Strategic Planning Committee. Responsible for the composition of the Issues Committee, the Appeals Committee, and overseeing discipline, appeals, complaints and rule compliance. Chairing ad hock committees as required.

v. Treasurer

Shall maintain the financial records of the Society and receive and disburse all funds belonging to Boxing BC, whether absolutely or in trust. The Treasurer shall have an accounting

background or similar designation satisfactory to fulfilling the duties required, preferably with experience in non-profit Associations. The Treasurer shall be a signing officer on all Boxing BC accounts and shall present an audited budget; assure records are kept; expense claim approvals setting fees; preparing annual financial reports; liaising with auditors; preparing reports for Executive as needed and approving expense claims.

vi. Past President

Responsibilities may include Chairing of the Issues Committee and other ad-hock committees as required. The Past President will assist the Board with historical context.

vii. Staff

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

viii. Chief Official

Shall be a Level 4 Official or higher and will be elected by Boxing BC Officials on even years during the corresponding Election of Officers. Responsibilities shall include overseeing all BC officials; designation of officials to attend sanctioned shows and tournaments in BC; appointment officials to inter-Provincial and National Tournaments; conduct clinics; the certification and updating of BC Officials.

ix. Provincial Team Coach

Appointed by the Board of Directors. Responsibilities include team selection criteria; athlete recruitment; developmental camps; the selection of travelling teams and talent identification. Refer to Policies for further duties and responsibilities.

x. Coaches' Representative

Elected in odd years. Responsibilities are to act as liaison between Coaches and the Executive of Boxing BC; to coordinate clinics for the certification of British Columbia Coaches; to promote and assist with the education of Coaches with regards to certification and upgrading; assist the Provincial Team Coach with developmental camps.

xi. Athletes' Representatives

- a. Male
- b. Female

Shall represent the general athlete membership at all planning forums; provide assistance to the Provincial Team Coach with athlete recruitment; bring concerns of athletes forward to the appropriate forums; and act in the best interest of athletes "in times of need".

xii. Director of Diversity and Inclusivity

Elected in even years; Shall assist the Association in continued policy development and education on diversity and inclusion as relates to the LGBTQI2S and other under-represented groups.

xiii. 1st Director at Large

xiv. 2nd Director at Large

xv. High Performance Director

Appointed by the Board; Shall provide expertise to the Provincial Head Coach with a goal to increasing Podium results. The High-Performance Director will advise on aspects of the Organization's high-performance program including the provincial team program and junior and youth development.

xvi. Medical Director

Appointed by the Board of Directors and shall hold office until he/ she resigns, is removed or the Board appoints a new Medical Director. The Medical Director shall advise and make recommendations to the Board and Executive on matters concerning health and safety in the sport of amateur boxing within the Province of British Columbia.

8. 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.

9. 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 of submitted by five (5) % of the voting members of the Society;
- 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.

10. 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 in its sole discretion;
- iv. A member may be expelled by a Special Resolution tabled by 5% 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.

11. Committees

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

i. Dispute Resolution

There shall be a Standing Committee to be called the Issues Committee consisting of three persons usually being a Past President, a coach and an official. The Committee may determine who among them will act as the Chair. In the absence of a Past President, a former member of the Board or other neutral may be appointed to fill this position.

- a. Where the Standing Committee or any member thereof is unable to serve due to a conflict of interest, another neutral person(s) may be appointed by the Executive to serve as a replacement.
- b. The Issues Committee will be responsible for investigating any allegations of breach, by any member of the Association, of the Constitution and By-laws or Policies of the Society or Boxing Canada as they pertain to Boxing BC.
- c. In special circumstances, during the course of its investigation, the Issues Committee may be authorized to conduct hearings and call witnesses.
- d. The Issues Committee will, upon conclusion of its investigation, prepare a report of its findings with a recommendation to the Executive.
- e. The Executive will receive the report of the Issues Committee and will, within sixty days of receipt of the report, determine what disciplinary action, if any, is required.

ii. Appeals Committee

- a. There will be a Standing Committee of one person to be called the Appeals Committee consisting of a lawyer or other skilled, neutral person and not being a member of the Association.
- b. The Appeals Committee will determine if the investigation of the complaint and the determination of disciplinary action were conducted in a manner consistent with the rules of natural justice.

12. Meetings

- i. **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.
- ii. **Annual General Meetings:** Must be held annually and shall take normally place during the month of September 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.

- iii. **Elections:** Commensurate with the electronic voting set out in Section 2ii 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 Executive and Board in Section 5 of the Boxing BC By-Laws;
- iv. **Semi-Annual General Meetings:** If required should be held in conjunction with the BC Provincial Championship Tournament. There shall be thirty days' written notice of all Semi-Annual General Meetings.
- v. **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 Meeting 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.

13. Revenue and Expenses

- i. The Treasurer shall maintain-the Association bank accounts, the signing officers of which shall be the President, Treasurer, Executive Director and any one other member of the Executive. 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.

14. 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.

15. Organization

This is a non-profit Society and has no borrowing powers.

16. Audit of Accounts

The accounts of the Society shall be audited once yearly prior to the Annual General Meeting. This shall be done by an auditor such not being a Director or Officer of the Society. If no audit is required by the Provincial Government, the accounts will be reviewed by a British Columbia chartered accountant which review shall be made in accordance with generally accepted

standards of a review engagement. Said chartered accountant shall produce annually a financial statement and review engagement letter. The fee for such audit or procedure shall be paid for by Boxing BC.

17. 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.

18. 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.

19. Alteration of the Constitution and By-laws

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

20. 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.