


CAROL PREST

Bylaws of The Kelowna Badminton Club

Part 1 – Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

“**directors**” means the directors of the society for the time being;

“**Societies Act**” means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

“**registered address**” of a member means the member’s address as recorded in the register of members.

(2) The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

4 Members under the age of 19 years shall be regarded as junior members.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the annual membership dues must be determined at the annual general meeting of members. Membership dues are payable within 30 days of the date specified on the membership form for commencement of the playing year. For members joining after the commencement date, dues are payable at the time the form is submitted.

7 A person ceases to be a member of the society:

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 30 consecutive days.
- 8 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
- 9 (1) Complaints regarding alleged criminal or fraudulent activities are outside the purview of the directors and shall be referred to the appropriate authorities.
- (2) All other complaints, inquiries or suggestions should be made in writing to the Secretary. These shall be acknowledged on receipt, presented at the next directors' meeting and responses given to the initiators within 14 days.
- (3) If the director considers that a complaint warrants further action:
- (a) a Disciplinary Sub-Committee (DSC) of three appointed Club members (not directors) shall review the matter within 14 days of receiving the complaint.
 - (b) before a member is disciplined or expelled, the society must send written notice of the proposed discipline or expulsion to the member, and give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
 - (c) any member requested to attend a DSC meeting may be accompanied by a friend and/or call witnesses.

- (d) the DSC makes its recommendation to the directors, who may take disciplinary action, including the termination of membership.
 - (e) the outcome of the disciplinary hearing shall be put in writing within 14 days to the person who lodged the complaint, and the person against whom the complaint was made.
- (4) There shall be a right of appeal to the directors against either the finding or the sanction imposed:
- (a) an Appeals Committee of three persons (not members of the DSC or the directors) shall consider the appeal within 14 the days of the Secretary receiving the appeal.
 - (b) the appellant may be accompanied by a friend or witnesses of his/her choosing.
- (5) The decision of the Appeals Committee shall be final and binding on all parties.

Part 3 – Meetings of Members

- 10 General meetings of the society must be held at the time and place that the directors decide.
- 11 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) 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.
- 12 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year.

Part 4 – Proceedings at General Meetings

13 Special business is:

- (a) all business conducted at a general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements and proposed budget;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

14 (1) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

(2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- 15 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to a time and place as determined by the directors, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 16 Subject to bylaw 17, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

- 17 If, at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.

- 18
 - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

- 19 (1) A resolution proposed at a general meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 20 (1) A member in good standing present at a general meeting is entitled to one vote at a meeting of members.
- (2) Voting is by show of hands, by ballot or by an approved absentee ballot. Absentee ballots shall be:
 - (a) available upon notice of the meeting of members being given;
 - (b) returned in a sealed envelope by hand to the designated director or appointed officer;
 - (c) signed across the sealed portion of the envelope by both the absentee voter and designated director or officer in each others' presence;
 - (d) returned no later than one day before the date of the general meeting; and
 - (e) absentee ballots shall not be opened until the time of voting at the general meeting.
- (3) Voting by proxy is not permitted.
- 21 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 22 The order of business at a general meeting is as follows:
 - (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;

- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, the proposed budget for the following financial year and the auditor's report, if any, on the financial statements, for approval by the members,
 - (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;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Part 5 – Directors and Officers

- 23 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 24
- (1) The number of directors must be 5 or a greater number as determined from time to time.
 - (2) The directors of the society include president, vice president, secretary and treasurer and/or other positions as determined from time to time, and a director, other than the president may hold more than one position.
- 25
- (1) The directors must retire from office at each annual general meeting when their successors are elected.
 - (2) Separate elections must be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it must be by ballot.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 26
- (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors.
 - (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 27
- (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
 - (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

- 28 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 29 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 30 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time convene a meeting of the directors.
- 31 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

- 32 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 33 The members of a committee may meet and adjourn as they think proper.
- 34 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 35 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society personally, by mail, telephone, electronic or other current communication medium, a waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 36 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote, and the vote will be defeated.

- 37 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 38 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

- 39 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 40 The vice president must carry out the duties of the president during the president's absence.
- 41 The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) maintain all records and documents of the society in accordance with the Societies Act except those required to be kept by the treasurer;
 - (e) file the annual report of the Society and make any other filings with the registrar under the Societies Act.

42 The treasurer must:

- (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*, and
- (b) render financial statements to the directors, members and others when required.

43 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5.

44 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Borrowing

45 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.

46 Any single expenditure of \$15,000 or greater must be presented to the members for approval and if accepted, passed by special resolution.

47 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 – Auditor

48 This Part applies only if the society is required or has resolved to have an auditor.

49 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

- 50 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 51 An auditor may be removed by ordinary resolution.
- 52 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 53 A director or employee of the society must not be its auditor.
- 54 The auditor may attend general meetings.

Part 10 – Notices to Members

- 55 A notice may be given to a member personally, by telephone, by electronic or other current communications medium, or by mail to the member's registered address.
- 56 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted.
- 57 (1) Notice of a general meeting must be given to:
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 9 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 11 – Bylaws

- 58 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

59 These bylaws must not be altered or added to except by special resolution.

Part 12 – General Provisions

60 Any person under the age of 19 years must wear protective eyewear at all times when on the badminton court.