

Bylaws – The Kelowna Badminton Club



SINEAD O'CALLAGHAN

Bylaws of The Kelowna Badminton Club (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time.

"Address of the Society" means the address of The Kelowna Badminton Club as filed from time to time with the Registrar in the Notice of Address.

"Board" means the directors of the Society.

"Board Resolution" means a resolution passed at a meeting of the Board of Directors by a simple majority of the votes cast by those directors entitled to vote at such meeting.

"Bylaws" means these Bylaws as altered from time to time.

"Constitution" means the Constitution of The Kelowna Badminton Club as filed with the office of the Registrar.

"Directors" means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a "director" means any one of them.

"Ordinary Resolution" means a resolution passed at any meeting of The Kelowna Badminton Club by a simple majority of the cumulative votes cast by those members present and entitled to vote and the votes cast by those members who have submitted an absentee ballot in accordance with these Bylaws.

"Registered Address" means the address of a director or member as recorded in the register of directors or the register of members.

"Special Resolution" means a resolution passed at any meeting of The Kelowna Badminton Club by a majority of not less than two-thirds of the cumulative votes cast by those members present and entitled to vote and the votes cast by those members who have submitted an absentee ballot in accordance with these Bylaws, unless otherwise stated in these Bylaws.

"Society" means The Kelowna Badminton Club

- 1.2** The definitions in the Act apply to these Bylaws.
- 1.3** If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act, or the Regulations as the case may, be prevail.

PART 2 – MEMBERS

- 2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
- 2.2** The following, are the classes of membership for the Society, and the respective description and voting rights for each class:
1. Adult Membership: Entitled to full access to the badminton club. Courts may be used any time that they are not reserved for specific events such as, but not limited to, coaching, tournaments, club maintenance, or special events. An Adult Membership confers full voting rights.
 2. Adult Student Membership: Entitled to full access to the badminton club. Courts may be used any time that they are not reserved for specific events such as, but not limited to, coaching, tournaments, club maintenance, or special events. A member in this class of membership must be a full-time student. An Adult Student Membership confers full voting rights only to those members eighteen (18) years of age or older. Proof of student enrollment will be required.
 3. Junior Membership: Members must be eighteen (18) years of age or under at the time the membership is purchased. Entitled to limited access, pursuant to the conditions stipulated in the membership application. Junior members, excepting specified coaching times, may play only when an adult member, who has agreed to supervise the junior member, is present. A Junior Membership confers no voting rights.
- 2.3** Every member must uphold the Constitution of the Society and must comply with these Bylaws.
- 2.4** The amount of the annual membership dues shall be recommended by the Board and determined by the passing of an ordinary resolution at the annual general meeting.
- 2.5** Membership dues are payable within thirty (30) days of the commencement date specified on the yearly membership application form.
- 2.6** Membership dues are payable immediately upon application for those joining as members thirty (30) days or more, after the commencement date specified on the yearly membership application form.

2.7 A member is not in good standing if the member fails to pay the member's annual membership dues in accordance with Section 2.5 or 2.6 of these Bylaws.

2.8 A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.9 A person's membership in the Society is terminated if:

- (a) the person is not in good standing for thirty (30) consecutive days.
- (b) by delivering his or her resignation in writing to the secretary of the Society.
- (c) by delivering or mailing his or her resignation in writing to the address of the Society.
- (d) on his or her death or, in the case of a corporation, on dissolution; or
- (e) on being expelled.

PART 3 – DISCIPLINE

3.1 The Board may discipline or expel any member for conduct that, in the discretion of the Board, is deemed to be criminal, contravenes the Code of Conduct, is likely to endanger the interests, purposes or reputation of the Society, or is in contravention of these Bylaws or the policies or rules of the Society.

3.2 The Board, at its sole discretion, may temporarily suspend a member pending an investigation of, and the determination of, the disciplinary, or other action that may result from a contravention of Part 3 (3.1).

3.3 A member shall not be disciplined or expelled other than as set out in Part 3 (3.2) until the member has received notice, in writing, of the proposed discipline or expulsion that shall set out the reasons therefore, and until the member has been given the opportunity to be heard by the Board, in such manner as is set out in policy, before the proposed discipline or expulsion is carried out.

PART 4 – GENERAL MEETINGS OF MEMBERS

4.1 An annual general meeting or general meeting must be held on the date, and at the time and place the Board determines.

4.2 **Five** (5) members of the Society, eligible to vote, may give notice of a matter that the members propose to have considered at an annual

general meeting. A proposal made shall be pursuant to, and in accordance with, Section 81 of the *Societies Act*

4.3 The following must be presented at each annual general meeting:

- (a) financial statements prepared in accordance with Section 35 (1) of the *Societies Act*; and
- (b) the auditor's report on those financial statements if such audit was recommended by the Treasurer and subsequently requested by the Board.

4.4 A requisition made to the Board, for the calling of a general meeting, made by five (5) members of the Society in good standing, in accordance with Section 75 of the *Societies Act*, must be held on the date, and at the time and place, the Board determines.

4.5 The Board shall give, to every member, not less than twenty-one (21) days notice of an annual general meeting, or a general meeting. Such notice shall be posted on the Societies website, throughout the period commencing at least twenty-one (21) days before the meeting and ending when the meeting is held. Notice will be posted for the same period in the lobby of the Kelowna Badminton Club.

4.6 Notice shall include the date, time, location and reason for the respective meeting, and shall include the text of any special resolution to be submitted to the meeting, notwithstanding that a special resolution may be amended during such meeting.

- (a) notice will be deemed to have been given if an email has been sent to every member who has provided an email address to the Society. If a member does not have an email address, then notice shall be provided in the manner, if any, agreed to by the member and the secretary.

4.7 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in enough detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

4.8 The accidental omission to give notice of a general meeting or the nonreceipt of notice by any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

4.9 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order.
- (b) consideration of any financial statements of the Society presented to the meeting.

- (c) consideration of the reports, if any, of the directors or auditor.
- (d) election or appointment of directors.
- (e) appointment of an auditor, if any.
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

4.10 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair.
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting if both the president and vice-president are unable to preside as the chair.

4.11 If there is no individual entitled under these Bylaws who can preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

4.12 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

4.13 The quorum for the transaction of business at a general meeting is 3 voting members.

4.14 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

4.15 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be

suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.16 The chair of a general meeting may, or, if so, directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

4.17 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

4.18 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, and the auditor's report, if 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.
- (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.

4.19 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

4.20 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

- 4.21** A corporate member may vote by an authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member of the Society. The authorized representative must be considered a member for all purposes with respect to a meeting of the Society.
- 4.22** An absentee ballot may be cast, at the annual general meeting of the Society or at any other general meeting of the Society, for an ordinary resolution or a special resolution where the text of that resolution has been provided in the notice of meeting. The following rules shall apply with respect to the submission of an absentee ballot:
- (a) the ballot may be mailed, or hand delivered in a sealed envelope to the secretary of the Society at the registered address of the Society no later than ten (10) days prior to the date of the respective meeting.
 - (b) the ballot must state the members full name and identify the resolution to which the ballot pertains.
 - (c) the ballot must state the members vote respecting the resolution to which the ballot pertains.
 - (d) the exterior of the envelope containing the ballot shall be clearly marked with the resolution to which the ballot pertains, and also the name and phone number or email address of the respective member.
 - (e) the secretary shall retain the sealed ballots until the vote with respect to the specific resolution has been conducted at the meeting, and then shall open and count the sealed ballots, subsequently add the votes cast by absentee ballot to those cast at the respective meeting and announce the results.
- 4.23** There shall be no indirect voting, or voting by proxy or delegate, or by any other means of communication including by fax, email, or other electronic device at any meeting of the Society.
- 4.24** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 5 – DIRECTORS 5.1

The Society must have no fewer than four (4) directors.

- 5.2** All members in good standing may serve as directors.

- 5.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 5.4** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 5.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the next annual general meeting but is eligible to be elected as a director at that meeting.
- 5.6** The Board shall, in order to carry out the purposed of the Society, have the authority on behalf of, and in the name of, the Society to secure and repay money with the approval of the members subject to a special resolution passed at any meeting of the Society.
- 5.7** The Board may spend up to fifteen thousand dollars (\$30,000.00), per incident, in any given fiscal year without the approval of the members of the Society.

PART 6 – DIRECTORS' MEETINGS

- 6.1** A directors' meeting may be called by the president or by any two (2) other directors.
- 6.2** At least seven (7) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 6.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 6.4** The directors may regulate their meetings and proceedings as they think fit.
- 6.5** **The** quorum for the transaction of business at a directors' meeting is a majority of the directors.
- 6.6** The secretary shall keep the minutes, of directors' meetings in accordance with the *Societies Act*.

PART 7 – BOARD POSITIONS

- 7.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
 - (a) president.
 - (b) vice-president.

(c) secretary.

(d) treasurer.

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. Directors at large, and their respective duties and responsibilities will be determined by the Board.

7.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

7.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

7.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings.
- (b) taking minutes of general meetings and directors' meetings.
- (c) keeping the records of the Society in accordance with the Act.
- (d) conducting the correspondence of the Board.
- (e) filing the annual report of the Society and making any other filings with the Registrar under the Act.

7.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

7.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources.
- (b) keeping accounting records in respect of the Society's financial transactions.
- (c) preparing the Society's financial statements.
- (d) making the Society's filings respecting taxes.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

8.1 These Bylaws do not permit the Society to pay to a director remuneration, for being a director, but the Society may, in accordance with the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

- (a) members elected to the Board will have their membership fees waived for the time that they serve as directors.

8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society.

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any two (2) other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 9 – RECORDS

9.1 All Society records will be kept in accordance with Division 2 and Division 3 of the *Societies Act*.

9.2 The directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the directors and their respective committees shall be open to the inspection of members of the Society, not being directors, subject to the provisions of the *Societies Act*.

The following shall not be open to inspection:

- (a) the register of members, excepting adult names.
- (b) the confidential “in camera” minutes of the directors and any associated documents.
- (c) the confidential “in camera” minutes, and any associated documents, of any disciplinary investigation, disciplinary committee or any disciplinary appeals committee appointed by the directors in accordance with these Bylaws.

PART 10 – POLICY

10.1 The Board may, by resolution, adopt policy statements, rules and guidelines consistent with these Bylaws regarding such matters as the Board deem necessary, and consistent with good governance.

10.2 Policy statements, rules, or guidelines shall exist with respect to:

- (a) code of conduct.
- (b) discipline and expulsion; and (c) criminal record checks.

PART 11 – ALTERATION

11.1 Any alteration to the Constitution shall be by Board resolution, subsequently sanctioned by a special resolution passed at a meeting of the Society, by the members authorized to vote at such meeting.

11.2 A Constitution alteration application shall be submitted to the registrar for filing upon adoption by the Society of the special resolution made with respect to the alteration of the Constitution.

11.3 Any alteration or addition to the Bylaws shall be by Board resolution, subsequently sanctioned by a special resolution passed at a meeting of the Society, by the members authorized to vote at such meeting.

11.4 A Bylaw alteration application shall be submitted to the registrar for filing upon adoption by the Society of the special resolution made with respect to the alteration, of the Bylaws.