

# **SOCIETY ACT**

## **CONSTITUTION**

1. The name of the Society is:

**"Kamloops Pickleball Club" (the "Society") Incorporation # S0062122**

2. The purpose of the Society is;

**“To promote all aspects of Pickleball in the greater Kamloops area”**

3. In the event of the dissolution or winding-up of the Society the assets of the Society remaining after all the debts of the Society have been paid, shall be transferred to another non-profit organization with a similar purpose that is in accordance with the purpose of the Society. The assets shall not be distributed among the members or Directors. This clause shall be unalterable.

4. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.

5. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by Him while engaged in the affairs of the Society.

6. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director, Officer.

7. Paragraphs 3, 4, 5, 6 and 7 of the Constitution are unalterable in accordance with the Society Act.

### **BYLAW I - INTERPRETATION**

**1.01** In these Bylaws, unless the context otherwise requires, the following definitions apply:

(a) "Directors" mean the directors of the Society for the time being;

(b) "General Meeting" means a meeting of the members of the Society;

(c) "Registered Address" of a member means his or her address as recorded in the register of members;

(d) "Society Act" means the Society Act 1996 R.S.B.C. c. 433, as amended from time to time.

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

**1.03** When construing the Bylaws, reference shall be had to the Society Act and words and expressions used in the Bylaws shall have the same meaning as would be in the case when used in that Act.

## **BYLAW II – MEMBERSHIP**

### Applications for Membership

**2.01** The members of the Society shall be:

- a) the applicants for incorporation of the Society; and
- b) persons 16 years of age or over who apply to the Directors for membership in the Society, on acceptance by the Directors; and
- (c) persons under the 16 years of age with a member-sponsor who apply to the Directors for Junior membership in the Society, on acceptance by the Directors.

**2.02** Every member shall uphold the Constitution and comply with these Bylaws.

## **BYLAW III - TERMINATION AND FORFEITURE OF MEMBERSHIP**

**3.01** A person shall cease 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 winding up or dissolution; and
- (c) on being expelled.

**3.02** The Directors shall have the power, by a vote of three fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Society. No member shall be expelled or suspended without notice of the charge or complaint against him

or her and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

**3.03** All members are in good standing except any member who is declared not to be in good standing by a Special Resolution passed at a General Meeting as a result of that member either being in breach of these Bylaws or acting contrary to the purposes of the Society.

## **BYLAW IV – MEETINGS**

**4.01** Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

**4.02** Annual General Meetings of the Society shall be held at such time and place as the Directors shall decide provided that the first Annual General Meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and thereafter, an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the last preceding Annual General Meeting. The Directors may, whenever the majority of the Directors think fit, convene an Extraordinary General Meeting.

**4.03** Due notice of time and place and the general nature of the business to be transacted at a General Meeting or at an Extraordinary General Meeting shall be given to each member at least fourteen (14) days before the meeting.

**4.04** The accidental omission to give notice of a General Meeting or the non-receipt of a notice by any members entitled to receive notice, does not invalidate proceedings at that meeting.

## **BYLAW V - PROCEEDINGS AT GENERAL MEETINGS**

**5.01** Special business is:

- (a) all business at an extraordinary meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
- (c) the adoption of rules of order;
- (d) the consideration of the financial statements;
- (e) the report of the directors;

- (f) the report of the auditor, if any;
- (g) the election of the directors;
- (h) setting the annual dues
- (i) the appointment of the auditor, if required; and
- (j) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

**5.02** A quorum at a General Meeting of the Society is eight (8) members present or such greater numbers as the members may determine at a General Meeting

**5.03** Subject to Bylaw 5.04, the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.

**5.04** If at a general meeting,

- (a) There is no President, Vice President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
- (b) The President and all other Directors present are unwilling to act as chair, the members present shall choose one of their members to be chair.

**5.05** No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

**5.06** If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.

**5.07** If within thirty (30) minutes from the time appointed for a meeting, a quorum is not present, the General Meeting, if convened on the requisition of members, shall be terminated but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

**5.08** A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**5.09** All resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall be defeated.

**5.10** A member in good standing at a General Meeting of the Society is entitled to vote and each of such members shall have one vote. Vote is by ballot.

**5.11** Voting by proxy is not permitted.

**5.12** A member may vote by its authorized representative who is entitled to speak and vote and in all respects exercise the rights of a member for all purposes with respect to a General Meeting of the Society

## **BYLAW VI - DIRECTORS AND OFFICERS**

**6.01** The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject nevertheless, to the provisions of;

(a) all laws affecting the Society;

(b) these Bylaws; and

(c) rules not being inconsistent with these Bylaws which are made from time to time by the Society in General Meeting.

**6.02** 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.

**6.03** The President, Vice President and other such officers as shall be authorized by majority of the Directors and shall be elected by the Directors at its meeting immediately following the Annual General Meeting of the Society and the initial officers of the Society shall be appointed at the first General Meeting of the Members of the Society.

**6.04** The number of Directors shall be no less than eight (8) and no greater than twelve (12) or such greater numbers as may be determined from time to time at a General Meeting.

**6.05** The Directors shall retire from office after a term of two years at Annual General Meeting when their successors shall be elected. Directors are eligible for re-election. Separate elections shall be held for each office to be filled. An election may be by acclamation; otherwise it shall be by ballot. If no successor is elected, the person previously elected or appointed continues to hold office.

**6.06** The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of

the next following Annual General Meeting of the Society, but is eligible for re-election at that Annual General Meeting.

**6.07** If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

**6.08** The Board of Directors may from time to time appoint such representatives and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society and such representatives, agents and employees shall have such authority and shall perform such duties from time to time as be prescribed by the Board.

**6.09** All cheques, bills of exchange, or other order of the payment of money, notices or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manners as shall from time to time be determined by resolution of the board of Directors. The person or persons so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all pay cheques and vouchers and may sign all the bank's forms for settlement of balance and release or verification slips.

**6.10** The members may, by Special Resolution, remove a Director before the expirations of his or her term and may elect a successor to complete the term of office.

**6.11** No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society. The income of the Society shall not in general not be payable or otherwise available for the personal benefit of any proprietor, member, Director, Officer. Notwithstanding; an honorarium may be paid to instructors of programs. Programs are defined as either clinics (one day duration) and courses ( more than three sessions). Programs may be sponsored by the Kamloops Pickleball Society or co-sponsored with another agency.

## **BYLAW VII - PROCEEDINGS OF DIRECTORS**

**7.01** The Directors may meet together at such places as they think fit to dispatch business, adjourn and otherwise regulate the meetings and proceedings as they see fit.

**7.02** A Director may at any time, and the President, on the request of a Director shall convene a meeting of the Directors on no less than twenty-four (24) hours' notice. Notice may be given either personally or by fax or e-mail to the other Directors at such fax number or e-mail address as shown on the Register of Members.

**7.03** The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be eight (8) directors.

**7.04** The President shall be chair of all meetings of the Directors but if at any meeting the President is not present within thirty (30) minutes of the time appointed for holding the meeting, the vice president shall act as chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.

**7.05** The Directors may delegate any but not all of their powers to committees consisting of such Director or Directors and members as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act and thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

**7.06** The members of the committee may meet and adjourn as they think proper.

**7.07** Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall not have a second or casting vote and the question shall be defeated.

**7.08** All resolutions proposed at a meeting of the Directors must be seconded and the chair may move or propose as resolution. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.

**7.09** 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.

## **BYLAW VIII - DUTIES OF OFFICERS**

**8.01** The President shall preside at all meetings of the Society and of the Directors. The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties. The President is the Chief Spokesperson for the Society

**8.02** The President shall appoint someone from amongst the Directors to carry out the duties of the President during his or her absence.

**8.03** The Treasurer shall:

- (a) keep the financial records, including books of account, necessary;
- (b) to comply with the Society Act;
- (c) Render financial statements to the Directors and members; and

(d) others when required.

**8.04** The Secretary or their designate shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meeting of the Society;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society; and
- (f) maintain the Register of Members.

**8.05** In absence the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

#### **BYLAW IX – SEAL**

**9.01** The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

**9.02** The common seal shall be affixed only when authorized by resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Director of Administration or President and another Director.

#### **BYLAW X – BORROWING**

**10.01** The Directors may not, on behalf of, or in the name of the Society, borrow funds.

#### **BYLAW XI – AUDITOR**

**11.01** This part applies only where the Society is required or has resolved to have an auditor.

**11.02** The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.

**11.03** At each Annual General Meeting, the Society shall appoint an auditor to hold office until he or she is re-elected or a successor is elected at the next Annual General Meeting.



**11.04** An auditor may be removed by Ordinary Resolution. An auditor shall be informed forthwith in writing of appointment or removal.

**11.05** No Director and no employee of the Society shall be auditor.

**11.06** The auditor may attend General Meeting.

## **BYLAW XII- NOTICE TO MEMBERS**

**12.01** A notice may be given to a member either personally or by mail to him or her at his or her address as shown on the Register of Members.

**12.02** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle. A notice given by fax or e-mail shall be deemed to have been given on the day sent by the fax or e-mail on evidence that the notice was faxed or e-mailed to the recipient.

**12.03** Notice of a General Meeting shall be given to every member shown on the Register of Members on the date notice is given and to the auditor if Bylaw XI applies. No other person is entitled to receive a notice of General Meeting.

## **BYLAW XIII – BYLAWS**

**13.01** On being admitted to membership, each member is entitled to and the Society shall give him or her, or at his or her request, without charge, a copy of the Constitution and Bylaws of the Society.

**13.02** These Bylaws shall not be altered or added to except by Special Resolution.

## **BYLAW XIV – FISCAL YEAR END**

**14.01** The fiscal year of the Society shall commence on the 16th day of September of each year, unless the fiscal year is changed by resolution of the board of directors to change the date.

**Dated: the 16 day of September 2016**