


CAROL PREST



BYLAWS

ARTICLE 1 - INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
 - (b) **“Board”** means the directors of the Society from time to time;
 - (c) **“Bylaws”** means these Bylaws as altered from time to time;
 - (d) **“registered address”** of a member means his, her or its address as recorded in the register of members; and
 - (e) **“Society”** means the **Greater Vernon Ringette Association**; and
 - (f) **“Special Resolution”** means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members or any resolution consented to in writing by all of the voting members.
- 1.2 The definitions in the Act on the date these Bylaws become effective 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.
- 1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

ARTICLE 2 - MEMBERSHIP

- 2.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

- 2.2 A person may apply to the Board for membership in the Society and, upon acceptance by the Board, will be a member.
- 2.3 Every member must uphold the constitution of the Society and comply with these Bylaws.
- 2.4 The amount of the annual membership dues, if any, shall be determined by the Board.
- 2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- 2.6 A voting 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.
- 2.7 A person shall cease to be a member of the Society:
- (a) by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) upon the death of the member or, if the member is a corporation, on its dissolution or winding up;
 - (c) on being expelled pursuant to these Bylaws; or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.8 A member may be expelled by a special resolution of the members passed at a general meeting of the Society as follows:
- (a) the notice of special resolution for expulsion shall be delivered to the member and accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - (b) the member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

ARTICLE 3 - MEETINGS OF MEMBERS

- 3.1 A general meeting of the Society shall be held at such time and place as the Board determines.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 3.3 The Board may convene an extraordinary general meeting at such time and place as the Board determines.
- 3.4 A notice of a general meeting shall specify the place, date and time of the meeting, and, in case of special business, the general nature of that business in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and shall be given not less than 14 days prior to the date set in the notice for the general meeting unless such notice is waived, in writing, by all the members of the Society.
- 3.5 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.
- 3.6 The first annual general meeting of the Society shall be held not more than 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 15 months after the holding of the last preceding annual general meeting.
- 3.7 At a general meeting, the following business is ordinary business:
- (a) the adoption of rules of order;
 - (b) the consideration of the financial statements presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) the election or appointment of directors;
 - (e) the appointment of the auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution; and
 - (g) such other business as, under these Bylaws, ought to be transacted at an annual general meeting.
- 3.8 The following individual is entitled to preside as the chair of the 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, the chair of the general meeting will be:
 - (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.

- 3.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 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.
- 3.10 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 3.11 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.12 A quorum for the transaction of business at a general meeting is 10 voting members or 10% of the voting members, whichever is greater.
- 3.13 If, within 30 minutes from the time appointed for a general meeting, a quorum is not present,
- (a) the meeting, if convened on the requisition of members, 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 adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members then present constitute a quorum for that meeting.
- 3.14 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.15 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 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.16 The order of business at a general meeting is as follows:
- (a) election of an individual to chair the meeting, if necessary;
 - (b) determination of a quorum;
 - (c) approval of the agenda;
 - (d) approval of the minutes from the last general meeting;
 - (e) dealing with unfinished business from the last general meeting;

- (f) if the meeting is an annual general meeting:
 - (i) receiving 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) receiving any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) electing or appointing directors; and
 - (iv) appointing an auditor, if any;
 - (g) dealing with new business, including any matters about which notice has been given to the members in the notice of meeting; and
 - (h) terminating the meeting.
- 3.17 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 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.
- 3.18 A member in good standing present at a meeting of members is entitled to one vote.
- 3.19 A corporate member may vote by its authorized representative, who is entitled to speak, vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
- 3.20 Voting by proxy is not permitted.
- 3.21 The chairperson shall refrain from voting at any general meeting, but in the case of an equality of votes the chairperson shall be entitled to one vote.
- 3.22 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.
- 3.23 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.

ARTICLE 4 - DIRECTORS

- 4.1 The Society must have no fewer than 5 and no more than 13 directors (the "**Established Number**").
- 4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

- 4.3 Directors shall hold office for a term of two years, commencing at the annual general meeting of the Society at which he or she is elected, and terminating on the second following annual general meeting.
- 4.4 Approximately half of the directors shall be elected in one year (Group A) and the other approximately half of the directors shall be elected in the subsequent year (Group B).
- 4.5 If the number of nominees for directors at any annual general meeting is such that, if all such nominees were elected, the total number of directors would be the Established Number or less, then all nominees shall be acclaimed as directors.
- 4.6 If the number of nominees for directors at any annual general meeting is such that, if all such nominees were elected, the total number of directors would exceed the Established Number, then the number of nominees that, if elected, would result in the Established Number of directors in total, receiving the most votes shall be directors.
- 4.7 If the number of directors elected at any annual general meeting for Group A or Group B is such that the number of directors in that group would exceed the number of directors in the other group by 3 persons or more, then any such excess directors elected that year (and the directors shall determine which such director(s) are excess) shall be part of the other group of directors such that his or her term of office shall terminate at the next following annual general meeting, although he or she may be re-elected at that meeting
- 4.8 The Board may at any time and from time to 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.
- 4.9 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.10 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 4.11 These Bylaws do not permit the Society to pay director remuneration for being director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 4.12 No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Board in office.
- 4.13 The Board 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, 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 By-laws; and,
 - (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.
- 4.14 No rule, made by the Society in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

ARTICLE 5 - BOARD POSITIONS and DUTIES

- 5.1 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; and
 - (e) Past-President,
- each of the foregoing directors will be the officers of the Society.
- 5.2 In addition to the positions described in section 5.1, directors may be elected or appointed to the following Board positions and a director, other than the President, may hold more than one position:
- (a) Registrar;
 - (b) Director of Coaching;
 - (c) Director of Promotions;
 - (d) Director of Officials;
 - (e) Equipment Manager;
 - (f) Ice Ambassador;
 - (g) Director of Managers; and
 - (h) Director of School and Community Programs.
- 5.3 An election may be by acclamation; otherwise, it shall be by ballot.
- 5.4 If no successor is elected the person previously elected or appointed continues to hold office, though an individual 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 the meeting.

- 5.5 If an individual resigns his or her office or otherwise ceases to hold office, the remaining members of the Board shall appoint an individual to take the place of the former officer.
- 5.6 The President shall preside at all meetings of the Society and of the Board.
- 5.7 The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 5.8 The Vice-President shall carry out the duties of the president during his absence.
- 5.9 The Secretary shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and Board;
 - (c) keep minutes of all meetings of the Society and Board;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society, if any; and
 - (f) maintain the register of members.
- 5.10 The Treasurer shall:
- (a) receive and bank monies collected from the members or other sources;
 - (b) keep such financial records, including books of account, as are necessary to comply with the Act;
 - (c) render financial statements to the Board, members and others when required; and
 - (d) make the Society's filings respecting taxes.
- 5.11 The offices of the Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer.
- 5.12 In the absence of the Secretary from a meeting, the Board shall appoint another person to act as secretary at the meeting.

ARTICLE 6 - PROCEEDINGS OF DIRECTORS

- 6.1 The Board may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The quorum for the transaction of business at a Board meeting shall be a majority of the Board then in office.

- 6.3 The President shall be chair of all meetings of the Board, but if at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President shall act as chair, and if neither is present the Board members present may choose one of their number to be chair at that meeting.
- 6.4 A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the Board.
- 6.5 At least three days' notice of a Board meeting must be given unless all the directors agreed to a shorter notice period.
- 6.6 For a first meeting of Board held immediately following the appointment or election of a director or Board at an annual or other general meeting of members, or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly-elected or appointed director or Board for the meeting to be duly constituted, if a quorum of the Board is present.
- 6.7 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or email, of any meeting of the Board and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of Board shall be sent to that director; and
 - (b) any and all meeting of the Board of the Society, notice of which has not been given to that director shall, if a quorum of the Board is present, be valid and effective.
- 6.8 Questions arising at any meeting of the Board shall be decided by a majority of votes.
- 6.9 In case of an equality of votes, the chair does not have a second or casting vote.
- 6.10 No resolution proposed at a meeting of Board need be seconded and the chair may move or propose a resolution.
- 6.11 A resolution in writing, signed by all the Board and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of Board.

ARTICLE 7 - COMMITTEES

- 7.1 The Board may delegate any, but not all, of their powers to committees consisting of such directors, officers or others as they think fit.
- 7.2 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 Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

- 7.3 A committee shall elect a chair of its meetings, but if no chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the Board members present who are members of the committee shall choose one of their number to be chair of the meeting.
- 7.4 The members of a committee may meet and adjourn as they think proper.
- 7.5 Questions arising at any meeting of a committee shall be decided by a majority of votes.
- 7.6 In case of an equality of votes, the chair of the committee does not have a second or casting vote.
- 7.7 No resolution proposed at a meeting of the need be seconded and the chair of a committee meeting may move or propose a resolution.
- 7.8 A resolution in writing, signed by all members of the committee and placed with the minutes of the committee is as valid and effective as if regularly passed at a meeting of committee.

ARTICLE 8 - SEAL and SIGNING AUTHORITY

- 8.1 The Board may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the person prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.
- 8.3 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 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.

ARTICLE 9 - BORROWING

- 9.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 9.2 No mortgage over real property owned by the Society shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the Board but a restriction so imposed expires at the next annual general meeting.

ARTICLE 10 - AUDITOR

- 10.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 10.6 No director and no employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

ARTICLE 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given to a member personally, by mail to the member at the member's registered address, by e-mail at any email address provided by the member to the Society, or by such other means of telecommunication to which such member has consented.
- 11.2 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 Canadian post office receptacle. A notice sent by e-mail shall be deemed to have been received on the day following the day that it is sent.
- 11.3 Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given; and,
 - (b) the auditor, if Part 11 applies.

11.4 Except as provided in section 11.3, no other person is entitled to receive a notice of a general meeting.

ARTICLE 12 - BYLAWS

12.1 On being admitted to membership, each member is entitled to and the Society shall give such member a copy of the Constitution of the Society and these Bylaws.

12.2 These Bylaws shall not be altered or added to except by special resolution.

12.3 This Society shall be carried on with no profit accruing to its members and any operating surpluses shall be used to further the purposes of the group.

12.4 Upon the winding up or dissolution of the Society, any assets of the above-mentioned society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such a Canadian organization or organizations promoting objectives similar to those set out in paragraph 2 of the Constitution, as may be decided by the members of the group at the time of winding up or dissolution.

12.5 The provisions in paragraphs 12.3 and 12.4 were previously unalterable.