

3.FIELD HOCKEY BC

CONSTITUTION

1. The name of the Society is Field Hockey BC.
2. The purposes of the Society are:
 - a) To foster, promote and encourage the development and organization of field hockey within the Province of British Columbia, from the recreational level of participation through to the pursuit of excellence.
 - b) To develop, promote and administer programs that encourage the development of the sport of field hockey for players, coaches, umpires and volunteers within the Province of BC.
 - c) To make, maintain and enforce rules and regulations for the control and governance of Field Hockey in British Columbia.
 - d) To be the official British Columbia representative at meetings of Field Hockey Canada, and to provide a liaison between Field Hockey Canada and the players, coaches, officials and volunteers in British Columbia who are involved in the game of field hockey.

FIELD HOCKEY BC

BY-LAWS

ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Field Hockey BC.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the *BC Societies Act*.
 - b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act.
 - c) *Board* – the Board of Directors of the Society.
 - d) *Days* – days including weekends and holidays.
 - e) *Delegate* – An individual appointed by a Member to hold a vote, or votes, of the Member at a meeting of the Members.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - g) *In Writing* – shall include both hard copy or electronic communication in a form determined appropriate by the Board.
 - h) *Member Proposal* – A Member Proposal, submitted to the Society at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself, the names and signatures of at least 5% of the voting Members as required by the Act.
 - i) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
 - j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
 - k) *Registered Participant* – An individual registered with the Society either through a Member or directly with the Society.
 - l) *Senior Manager* – The individual (when employed or contracted) who has been delegated by the Board the responsibility to manage the day-to-day operations of the Society.
 - m) *Society* – Field Hockey BC.
 - n) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- 1.3 Registered Office – The registered office of the Society will be located within the Province of British Columbia.

1.4 Affiliations – When the Society is a member of Field Hockey Canada, the Society and the Members of the Society will abide by and follow the By-laws, rules and regulations of Field Hockey Canada, as applicable.

1.5 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following category of Member:

- a) Club Member – A club that is registered directly with the Society according to the requirements established by the Board.

2.2 Registration – Each category of Member must register with the Society and agree to abide by the Society’s By-laws, policies, procedures, rules and regulations.

Authority of Members

2.3 Membership Authority – The Members of the Society will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

Admission and Renewal of Members

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate Member has paid the fees, if any, as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Society’s governing documents;

- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 Duration – Unless otherwise determined by the Board, membership with the Society begins on the date the Board (or designate) accepts the candidate Member’s registration and ends on a date determined by the Board (or designate) common to all Members or when the Member resigns or is terminated from membership.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership in the Society is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society’s policies;
- f) The Dissolution of the Member organization; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.12 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.13 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.14 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Society;
- c) Has complied with the By-laws, policies, and rules of the Society;
- d) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Society’s activities; and
- c) To participate in other events associated with the Society.

2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of British Columbia. The Annual Meeting once every calendar year. Any Member,

upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements and auditor's report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Eight (8) Members representing 20% of the allocated vote present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are Delegates representing the Members, the Directors and Officers, staff of the Society, the auditors of the Society, and others who are

entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the Members.

Voting at Meetings of Members

3.13 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken may appoint Delegates to have the voting rights at all meetings of the Members. The allocation of votes to Members is as follows:

- **Allocation by Membership** - Each Member shall have an equal share of the half of the total available votes. These votes will be allocated to each Member by dividing 50 by the total number of Members in good standing (Vote Allocation is $50/x$, where x =number of Members).
- **Allocation by Proportion of Registered Participants** - The additional allocation of votes assigned to each Member will be based on the proportional number of Registered Participants registered with the Member and reported to the Society by the registration date established by the Board, relative to the total number of Registered Participants registered with the Society. (Ex: $w=((y/z)*50)$, where w is the member vote allocation, y is the total number of Registered Participants registered with a Member and z is the total number of Registered Participants registered with the Society).

Registered Participants must be registered with the Society at least 30 days prior to a Meeting of the Members. Individuals who register with the Society directly are not counted as Registered Participants for the purposes of the above vote allocation.

3.14 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least 19 years of age, of sound mind, and be acting as the Member’s representative. Delegates need not be representative of any particular Registered Participant category (i.e., a Member’s Delegates assigned from the number of Junior Registered Participants need not be Junior Registered Participants themselves). A Delegate may carry one or multiple votes of the Member, at the Member’s discretion. When a Delegate carries multiple votes of the Member, the votes must be cast as a block.

3.15 Voting Powers – Each voting Member votes on every issue.

3.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members and how many votes each Member is entitled to. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.17 Proxy Voting – Proxy voting is not permitted.

3.18 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The Society has made available a procedure that permits voting by mail, telephonic, or electronic means;

- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Society is not able to identify how each Member voted.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Director-at-Large positions.

4.2 Portfolios – Directors-at-Large may be assigned, by Ordinary Resolution of the Board, to serve as Directors of various portfolios related to the purposes of the Society (e.g., Director - Membership, Director – Sponsorship, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board. Officers may also have portfolios, as determined by the Board.

4.3 Board Observers – By Ordinary Resolution of the Board, the immediate Past President and/or the Senior Manager of the Society may be given a standing invitation to attend meetings of the Board. The Past President and/or Senior Manager may attend and speak at meetings of the Board but are not permitted to vote and are not considered to be a Director. The Board may rescind its standing invitation for any meeting, or part of any meeting, at any time.

Eligibility of Directors

4.4 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be sixteen (16) years of age or older;
- b) Not convicted of criminal offenses described in Section 44 of the Act;
- c) Not be a full time employee of the Society and/or a Member, or a Director of a Member;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

4.5 Candidates do not have to be Registered Participants - Individuals do not have to be Registered Participants to be eligible to stand for election as a Director. However, if elected, the individual is deemed to be a Registered Participant for the duration of their term.

4.6 One Director Per Family – Only one Director per family is permitted to serve on the Board at the same time. When a family member is a current Director whose term is not expiring, another family member may not stand as a candidate for nomination. Family members include spouses, ex-spouses, siblings, parents/children, grandparents/grandchildren, cousins, and any step-version of the preceding.

Election of Directors

4.7 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.8 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Society ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.9 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election ten (10) days prior to the Annual Meeting.

4.10 Nominations from the Floor – Nominations from the floor are not permitted.

4.11 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.12 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.13 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

4.14 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

4.15 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.16 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

4.17 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation

or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.18 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found by a court to be incapable;
- c) The Director becomes bankrupt; or
- d) The Director dies.

4.19 Removal – An elected Director may be removed by Special Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.20 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

4.21 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.22 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.23 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, hold its first meeting immediately following the Annual Meeting of the Society.

4.24 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.25 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.26 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

- 4.28 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.29 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.30 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

- 4.32 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Society; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 4.33 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.
- 4.34 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
 - e) Determine registration procedures, determine Member and Registered Participant fees, and determine other registration requirements;
 - f) Enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
 - h) Invest funds for the purpose of furthering the objects and purposes of the Society;

- i) Manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;
- j) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Society.

4.35 Senior Manager – When employed or contracted, the Board delegates to the Senior Manager (who may also be known as the Executive Director) the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be the President, Vice President, Finance Director, and Senior Manager.

5.2 Senior Manager – When employed or contracted, the Senior Manager (who may also be known as the Executive Director) is an employee of the Society and not a Director of the Board. Sections of the By-laws that apply to elected Officers and the removal and vacancy of Officer positions do not apply to the Senior Manager.

5.3 Term – The term of the elected Officers will be one (1) year or until they or their successors are elected or appointed.

5.4 Election – Subject to By-law #2, the elected Officers of the Society will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Vice President, and Finance Director. They shall take office immediately.

5.5 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.6 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Finance Director will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be

deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

- d) The Senior Manager (when employed or contracted) is the chief employee or contractor of the Society and is responsible to the Board for the management and operations of the Society.

5.7 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.8 Multiple Positions – With the exception of the position of President, a Director may hold multiple Officer positions.

5.9 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members at a Special Meeting of the Members, their position as a Director will automatically and simultaneously be terminated.

5.10 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.11 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI REGISTERED PARTICIPANTS

6.1 Registered Participants – The Society has the following categories of Registered Participants, who are not Members, but who must register with the Society and pay fees as determined by the Board:

- a) Senior Player – 18 and over
- b) Junior Player – under 18
- c) Youth Player – under 12
- d) Coach
- e) Official
- f) Volunteer
- g) Administrator

Term

6.2 Duration – Unless otherwise determined by the Board, registration with the Society begins on the date the Board (or designate) accepts the candidate Registered Participant's registration and ends on a date determined by the Board (or designate) common to all Registered Participants or when the Registered Participant resigns or is terminated from registration.

Fees

6.3 Fees – Registered Participant fees will be determined annually by the Board.

6.4 Deadline – Registered Participants will be notified in writing of the fees payable, and if they are not paid within sixty (60) days of a date specified by the Board, the Registered Participant in default will automatically cease to be a Registered Participant with the Society.

Discipline

6.5 Discipline – A Registered Participant may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Registered Participants or, upon fifteen (15) days’ written notice to a Registered Participant the Board may pass a resolution authorizing disciplinary action or the termination of registration for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of registration. The Registered Participant receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Registered Participant before making a final decision regarding disciplinary action or termination of registration.

6.6 May Not Resign – A Registered Participant may not resign from the Society if the Registered Participant is subject to disciplinary investigation or action.

Status

6.7 Expulsion and Resignation – A Registered Participant ceases to be a Registered Participant if:

- a) The Registered Participant fails to maintain any of the qualifications or conditions of being a Registered Participant described in Section 6.1;
- b) The Registered Participant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Registered Participant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Registered Participant fails to pay fees owed to the Society by the deadline dates prescribed in Section 6.4;
- d) The Registered Participant fails to comply with Society’s registration policies or applicable policies;
- e) The Registered Participant’s term of registration expires;
- f) The Registered Participant dies; or
- g) The Society is liquidated.

Good Standing

6.8 Definition – A Registered Participant with the Society will be in good standing provided that the Registered Participant:

- a) Has not ceased to be a Registered Participant;
- b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;

- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required fees to the Society.

6.9 Cease to be in Good Standing – Registered Participants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registered Participant has met the definition of good standing.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Composition – The Board may appoint and remove any individual on a standing or ad-hoc committee at any time and for any reason.

7.3 President Ex-officio – The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

7.4 Debts – No committee will have the authority to incur debts in the name of the Society.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1st to August 31st.

8.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

8.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Society.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;

- b) The auditor's report (if any);
- c) Remuneration paid to any Director including the exact amount and for what purpose;
- d) Remuneration paid to any employee or contractor of the Society, identified by position or title, who received \$75,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed; and
- e) Any further information respecting the financial position of the Society.

8.5 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Society's certificate of incorporation;
- b) The Society's Constitution and By-laws;
- c) A register of Directors (including contact information);
- d) Written consent of each Director to act as a Director;
- e) Written resignation(s) of any Director(s);
- f) Disclosure of any conflict of interest by any Director or the Senior Manager (when employed or contracted);
- g) A register of Members;
- h) The minutes of meetings of the Members;
- i) The resolutions of the Members from any meeting of the Members;
- j) Annual Financial Statements, with the applicable auditor's report (if any);
- k) The minutes of meetings of the Directors (including attendance);
- l) The resolutions of the Directors;
- m) The in-camera minutes of meetings of the Directors; and
- n) Adequate accounting records for each of the Society's financial years, including a record of each transaction that materially affected the financial position of the Society.

8.6 Access to Books and Records by Members and Directors – Access to books and records by Members and Directors is permitted as follows:

- a) Directors have access to records described in 8.5a) to 8.5n); and
- b) Members have access to records described in 8.5a) to 8.5j), though the Directors may restrict access to the record described in 8.5g) if the Directors are of the opinion that the access would be harmful to the Society or to the interests of one or more Members.

8.7 Access to Books and Records by the public – Access to books and records by the public is permitted as follows:

- a) The public does not have access to records described in 8.5a) to 8.5i) or to records described in 8.5k) to 8.5n)
- b) The public may request access to records described in 8.5j) by submitting a request to the Society and paying a fee of \$10.00. The records will be delivered by email to the individual making the request within fourteen (14) days of the receipt of the fee.

8.8 Record Keeping – The Society may discard a record if the record is no longer relevant to the activities or internal affairs of the Society, after ten years have passed since the record was created or, if the record has been altered, since the record was last altered.

8.9 Signing Authority – The signing authority of the Society shall be vested in the Officers of the Society and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Society.

8.10 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.

8.11 Gaming Funds – Funds generated from gaming grants or other purposes related to gaming shall be used for expenditures in accordance with all government regulations applicable to the usage of gaming funds.

8.12 Borrowing – The Society may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

8.13 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

8.14 Annual Reporting – The Society will annually file an Annual Report, as well as any changes to the Society's Directors, on *Societies Online* in a form stipulated by BC Registry Services.

Remuneration

8.15 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.16 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and

promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Special Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to charitable organizations which carry on their work solely in the province of British Columbia.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

12.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Society will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on **May 10, 2023**.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

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BY-LAW #2 – BOARD TRANSITION

14.1 Board Transition – This By-law #2 will be enacted and the following sections of the Society’s By-laws will be suspended until this By-law #2 is repealed:

- a) 4.12 – Director-at-Large Elections
- b) 5.4 – Election

14.2 Current Board Composition – The current Board composition of the Society, prior to May 2023, allowed for nine (9) Directors. As of April 2023, the Board consisted of the following:

- a) President – Denise McGeachy (DM)
- b) Vice President – Gavin Caldecott (GC)
- c) Finance Director – Jasbir Tatla (JT)
- d) Coaching Director – Michelle McNaughton (MM)
- e) Umpiring Director – Lelia Sacre (LS)
- f) Business Development Director – Mark Vaughan (MV)
- g) Domestic Director – Narinder Sangha (NS)
- h) Marketing Director – Ali Baggott (AB)
- i) Athlete Program Director – vacant

14.3 Elections and Expirations at Annual Meetings – The following expirations, elections and appointments will occur at the next two Annual Meetings of the Society:

- a) 2024 Meeting – “DM”, “MM”, “LS”, “MV”, “JS” – vacant expire – five (5) Directors-at-Large elected for two-year terms – all Officer positions are appointed for one-year terms
- b) 2025 Meeting – “GC”, “NS”, “AB” and athlete director expire – four (4) Directors-at-Large elected for two-year terms – a Vice President is appointed from the Directors-at-Large for a one-year term

14.4 Repeal of this By-law #2 – After the elections at the 2024 Annual Meeting, the Board transition period will have completed and this By-law #2 should be repealed.