

DRAFT

CONSTITUTION

1. NAME: The name of the Society is “LAKE HILL LAWN BOWLING CLUB”, hereafter referred to as the Club.
2. PURPOSES: The purposes of the club are to foster and safeguard the game of Lawn Bowling and to encourage and maintain friendly communication and social activity among its members and with others having the same interests. The Club will not own, operate and manage a social club.
3. This club is a member-funded club. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, the club may distribute its money and other property to its members.

Proposed

Bylaws of LAKEHILL LAWN BOWLING CLUB

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the Directors of the Club;

“Bylaws” means these Bylaws as altered from time to time;

“Code of Ethics” outlines the values of the club and as how, through decision-making, the Club upholds those values in the constitution;

“Code of Conduct” means the specific behaviours that are required or prohibited as a condition of ongoing membership in the Club;

“Voting member” is one who has paid the annual playing membership dues, or a social member who has paid the annual social member dues and had been an annual playing member for 5 or more years.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Club, and the person becomes a member on the Board's acceptance of the application that includes a commitment to abide by the Codes of Ethics and Conduct.

Duties of members

2.2 Every member must uphold the constitution of the Club and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid, or who does not conform to the Codes of Ethics and Conduct as determined by the Directors.

Member not in good standing may not vote

2.5 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.

Termination of membership if member not in good standing

2.6 A person's membership in the Club is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Club presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business at general meeting

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

Order of business at general meeting

3.4 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Club for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Chair of general meeting

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

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

Alternate chair of general meeting

3.6 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.

Quorum required

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

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 25 voting members or 20% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

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

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

adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

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

Notice of continuation of adjourned general meeting

3.12 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 continuation of the adjourned meeting must be given.

Methods of voting

3.13 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, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 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.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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.

- 3.17** The voting threshold required to pass a resolution, providing quorum has been met, is
- (a) a simple majority at a general meeting;
 - (b) 3/4 majority for special resolutions.

PART 4 –DIRECTORS

Number of directors on Board

4.1 The Club must have no fewer than 3 and no more than 11 directors, including directors at large.

Election or appointment of directors

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.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling a casual vacancy

4.4 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.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting, provided the decisions do not diminish or expand the impact on the role and responsibilities of the absentee director.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 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) first vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

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

Role of first vice-president

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

Role of secretary

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

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

Absence of secretary from meeting

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

Role of treasurer

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

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

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Club to pay to a director remuneration for being a director, but the Club may, subject to the Act, pay remuneration to a director for services provided by the director to the Club in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Club must be signed on behalf of the Club

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the first vice-president together with one other director,
- (c) if the president and first 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 Club.

PART 8 – DISSOLUTION OF THE CLUB

Dissolution

8.1 In the event of a winding up and dissolution of the Club any assets remaining after the payment of all debts and obligations shall be distributed to a recognized non-profit organization in the province of BC with similar objects, failing then to a suitable level of local government.

8.2 The club may be dissolved by ordinary resolution at a general meeting of the members convened in accordance with the provisions within the Bylaws. The resolution shall determine the time and manner of the dissolution and the manner of disposition of the assets of the Club.

Please note:

Item 8.1 reflects the wording in the current LHBC Constitution and Bylaws, and is consistent with the previous/older Societies' Act of BC. We can choose to leave 8.1 as is, if that is the wish of the members.

According to the new Societies Act of BC, member funded organizations, such as the LHBC, have the opportunity upon dissolution of the club to distribute any remaining assets after the payment of all debts and obligations as the club sees fit.

This is an opportune time to re-visit 8.1 and revise it, such as the option to distribute any remaining assets to the members, based on an equitable formula to be determined by the Board at that time. Such a change to 8.1 must be decided by the membership at a meeting with two-third majority.