

CONSTITUTION AND BYLAWS OF PORT COQUITLAM SPORTS ALLIANCE SOCIETY

PART 1 – INTERPRETATION

Definitions

- 1) In these bylaws, unless the context otherwise requires:
 - a) “Affiliate Member” means a member of the Society that is a person, business, corporation or non---profit Society interested in furthering and promoting the interests of the Society;
 - b) “Appointed Director” means the City of Port Coquitlam and School District No. 43 (Coquitlam);
 - c) “Associate Member” means a member of the Society, and includes the City of Port Coquitlam and School District No. 43 (Coquitlam);
 - d) “Authorized Representative” means a person designated by a corporate member;
 - e) “President ” means the Chair of the Society;
 - f) “City” means the City of Port Coquitlam;
 - g) “Director” means a Director of the Society for the time being;
 - h) “Elected Director” means a member elected to act as a Director;
 - i) “Registered address” of a member means the member’s address as recorded in the register of members;
 - j) “Sport Organization Member” means a voting member of the Society that is a sports association, group or organization, presently involved in sport within the City;
 - k) “Society” means the Port Coquitlam Sport Alliance Society;
 - l) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.
- 2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

Interpretation

- 3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

Becoming a Member

- 4) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
- 5) A person may apply to the Directors for membership in the Society and on acceptance by the Directors that person is an Affiliate Member.
- 6) A person may, on behalf of an organization, group or company, apply to the Directors for membership in the Society and on acceptance by the Directors that organization, group or company is either an Affiliate Member or a Sports Organization Member.
- 7) Every member that is an organization, group or company shall designate an Authorized Representative to exercise the rights of that member, including the right to speak and vote.
- 8) The Directors may establish new classes of membership from time to time.

Duties of Members

- 9) Every member must uphold the constitution of the Society and comply with these bylaws.

Membership Dues

- 10) Annual membership dues are as follows:
 - a) The amount of the membership dues are determined by the Directors.
 - b) Any changes to the membership dues are proposed and voted on at the AGM will be implemented for the following fiscal year of the member.
 - c) Payments of membership dues are due two (2) months prior to the first facility booking of the current season.
- 11) Payment of dues for affiliated members may be waived by a resolution of the Directors.

Termination of Membership

- 12) A member ceases to be a member of the Society
 - a) by delivering his or her resignation in writing to the President or executive Director of the Society;
 - b) on his or her death or, in the case of a corporation, on dissolution;
 - c) on being expelled; or
 - d) on having been a member not in good standing for twelve (12) consecutive months.
- 13) A member may be expelled by a special resolution of the members passed at a general meeting.

- 14) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 15) The member who is the subject of the proposed expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 16) If required by a special resolution of the members passed at a general meeting, the Authorized Representative of a member must step down, and the member must name a new Authorized Representative.
- 17) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Membership Non---Transferrable

- 18) The interest of a member in the Society is not transferrable.

PART 3 – MEETINGS OF MEMBERS General Meetings

- 19) General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 20) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 21) The Directors may, when they think fit, convene an extraordinary general meeting.
- 22) The Directors must, on the request of ten percent (10%) or more of the voting members of the Society, convene a general meeting without delay.
- 23) Notice of a general meeting must specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.
- 24) Notice of a general meeting must be mailed, delivered, faxed or emailed to each member at least twenty one (21) days before the general meeting.
- 25) 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.

Annual General Meetings

- 26) An annual general meeting must be held within ninety (90) days of the end of the Society's fiscal year.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

Special Business

27) Special business is:

- a) all business at an extraordinary general meeting except the adoption of rules of order; and
- b) all business conducted at an annual general meeting, except the following:
 - i) the adoption of rules of order;
 - ii) the consideration of the financial statements;
 - iii) the report of the Directors;
 - iv) the report of the auditor, if any;
 - v) the election of Elected Directors;
 - vi) the appointment of the auditor, if required;
 - vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

Quorum

- 28) Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 29) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 30) A quorum is ten (10) voting members present at a general meeting.
- 31) If, within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the request of members, must be terminated, but in any other case, it must stand adjourned to the time and place determined by the Directors present, and a further notice shall be delivered to members.
- 32) If, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

Chair of General Meeting

- 33) The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
- 34) If at a general meeting:
- a) there is no Chair, Vice-Chair, or other Director present within 30 minutes after the time appointed for holding the meeting; or

- b) the President of the Society and all other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair of the meeting.

Voting at a General Meeting

- 35) A voting member in good standing present at a meeting of members is entitled to one vote.
- 36) Voting is done by a show of hands, unless voting by ballot is requested by a majority of the voting members.
- 37) Voting members shall vote by their Authorized Representative and that Authorized Representative must be considered as a member for all purposes with respect to a meeting of the Society.
- 38) In the case of a tie vote, the President of the Society does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 39) A member may vote by proxy by submitting a proxy vote, in the form duly provided for that purpose, to the President of the Society no less than 24 hours before a general meeting. Voting by proxy shall be restricted to only those items on the meeting agenda.

PART 5 – DIRECTORS AND OFFICERS

- 40) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
 - a) all laws affecting the Society
 - b) these bylaws; and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- 41) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 42) The President , Vice President , Secretary, Treasurer and one or more other members are the Directors of the Society.
- 43) There shall be a minimum of five (5) Directors and a maximum of seven (7) Directors, or a greater number determined from time to time at a general meeting.

Election of Directors

- 44) Elections of Directors, for whom their term is completed, shall be conducted at each annual general meeting.
- 45) Not less than twenty (20) days in advance of the annual general meeting, the Directors shall appoint a committee to prepare and present a slate of candidates, which committee shall name members in good standing for election as Elected Directors.
- 46) The committee shall ensure that each candidate is eligible for election and will accept the position if elected.
- 47) Nominations will not be accepted from the floor during the annual general meeting unless approved by a two thirds (2/3) vote of the members present.
- 48) A member nominated for election as an Elected Director who will be absent from the annual general meeting at which the election will take place must indicate in writing to the committee prior to the meeting if that member is willing to accept if elected.
- 49) Voting shall be done by secret ballot. The members shall appoint two (2) of their number to count the ballots.
- 50) In the case of a tie vote, ballots shall be re---cast until a nominee is declared elected.

Positions and Term of Directors

- 51) At the first meeting of the Directors, held after each annual general meeting of the Society, the Directors must elect, from among its members, a President, a Vice President, Secretary and Treasurer.
- 52) A person may hold more than one office at a time, other than the offices of President and Vice President.
- 53) The Appointed Directors are Directors for the life of the Society.
- 54) Elected Directors must retire from office every two (2) years.

Vacancies

- 55) The Directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy in the Directors.
- 56) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the general meeting.

Resignation and Removal of Directors

- 57) If an Elected Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.
- 58) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 59) The members may, by special resolution, remove an Elected Director before the expiration of that Director's term of office, and may elect a successor to complete the term of office.
- 60) Failure of a Director to attend three (3) regularly scheduled meetings in any twelve (12) month period, without providing prior notice, shall be removed as a Director.
- 61) The Director who is the subject of the proposed removal must be given an opportunity to be heard at the next regular meeting of the Directors and may be re-instated by the Directors.

Conflict of Interest

- 62) Upon election, an Elected Director shall read and sign the Society's Conflict of Interest Agreement. All Directors shall read and sign the Society's Director Affirmation Pledge annually.

Remuneration of Directors

- 63) A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

PART 6 – PROCEEDINGS OF DIRECTORS

Directors' Meetings

- 64) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 65) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- 66) The President is the Chair of all meetings of the Directors, but
 - a) if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President must act as Chair; or
 - b) if neither is present the Directors present may choose one of their number to be the Chair at that meeting.

- 67) The President may at any time convene a meeting of the Directors.
- 68) The secretary must, on the written request of at least four (4) Directors, convene a meeting of the Directors and such request must state the business to be raised at the requested meeting.
- 69) A meeting of the Directors may be held by conference call, email, or other communication method as approved by the Directors.

Committees

- 70) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 71) Together, the officers of the Society comprise the executive committee.
- 72) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 73) A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the Chair of the meeting.
- 74) The members of a committee may meet and adjourn as they think proper.

Notice of Meetings and Procedure

- 75) For a first meeting of Directors held immediately following
 - a) the appointment or election of a Director or Directors at an annual meeting
 - b) other general meeting of members, or
 - c) for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors,it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 76) 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, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn, a notice of meeting of Directors is not required to be sent to that Director, and any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

- 77) Questions arising at a meeting of Directors of committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 78) 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 the Directors.

PART 7 – DUTIES OF OFFICERS

Officer Positions

- 79) The officers of the Society shall be:
- a) the past President (non---voting);
 - b) the President;
 - c) the Vice-President;
 - d) the Secretary; and
 - e) Treasurer

- 80) The term of an officer shall be 1 year.

Officer Duties and Responsibilities

- 81) The past President shall be responsible for elections and other duties as determined by the Directors.
- 82) The President presides at all meetings of the Society and of the Directors.
- 83) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- 84) The President is a member, ex---officio, of all committees of the Society.
- 85) The Vice-President must carry out the duties of the President during the President's absence.
- 86) The Secretary must do the following:
- a) conduct the correspondence of the Society;
 - b) issue notices of meetings of the Society and Directors;
 - c) keep minutes of all meetings of the Society and Directors;
 - d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - e) maintain the register of members.
- 87) The Treasurer must:

a) keep the financial records, including books of account, necessary to comply with the Society Act; and

b) render financial statements to the Directors, members and others when required.

88) In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

PART 8 – SEAL

89) The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

90) The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and secretary.

PART 9 – BANKING AND BORROWING

91) The fiscal year for the Society shall be from September 1 to August 31.

92) All funds of the Society shall be deposited in a Canadian Chartered Bank or Credit Union authorized by the Directors, and kept in an account in the name of the Society.

93) In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

94) A debenture must not be issued without the authorization of a special resolution.

95) The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

PART 10 – AUDITOR (if required)

96) At each annual general meeting the Society may appoint an auditor (if required) to hold office until the auditor is re---elected or a successor is elected at the next annual general meeting.

97) An auditor may be removed by ordinary resolution.

98) An auditor must be promptly informed in writing of the auditor's appointment or removal.

99) A Director or employee of the Society must not be its auditor.

100) The auditor may attend general meetings.

101) The treasurer shall submit a complete financial statement for the previous year to the Society at the annual general meeting.

PART 11 – NOTICES TO MEMBERS

- 102) A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 103) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 104) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor.

PART 12 – DISSOLUTION OF THE SOCIETY

- 105) On dissolution of the Society, after all debts have been paid or provision for payment has been made, the remaining assets of the Society must be paid to a registered non-profit Society selected by resolution of the Directors.

PART 13 – BYLAWS

- 106) On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 107) These bylaws must not be altered or added to except by special resolution.