

Bylaws of Parksville Golden Oldies Sports Association (the "Society")
Approved by the Membership on October 16, 2017 – General Meeting

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 Society;

"Bylaws" means these Bylaws as altered from time to time.

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 Society, and the person becomes a member on the Board's acceptance of the application

a) a person must be fifty-five years old or older for membership.

b) A person who has not attained the age of fifty-five years and who is the spouse of a bona fide member may apply for membership as an associate member. The dues will be the same as for regular members. An Associate member will be entitled to all privilege of a member except for voting rights or the holding of an office in the executive. Such person shall be encouraged to work on committees but shall not chair a committee.

c) In exceptional circumstances the executive can confer an honorary membership to a person until the age of fifty-five. An honorary member will pay no annual dues until the year of the fifty-fifth birthday, and will be entitled to all privileges except for voting rights at general meetings.

Term of membership

2.2 The term of membership shall be for the fiscal year of the Society and th membership for that year shall expire at the end of the fiscal year. Membership may be renewed in the prescribed fashion.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws. As our membership expires annually, a new fully completed membership application form must be provided annually for each EACH member.

Rights of members

2.4 A member who has submitted the prescribed form, paid the prescribed fee and been accepted by the Board as a member may:

- (a) vote at a general meeting, and
- (b) is deemed to be a voting member for the purpose of consenting to a resolution of the voting members.

Amount of membership dues

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

Termination of membership

2.6 A member may be expelled by a special resolution passed at any General meeting.

- a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. Upon expulsion, the current year's fees will be returned by official cheque to the offender.
- b) The person who is the subject of the proposed resolution for expulsion must be offered an opportunity to be heard at a General meeting before the special resolution is put to vote requiring a 2/3rds majority to pass.

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 business is ordinary business:

- (a) adoption of rules of order;
- (b) meeting minutes of previous general meeting;
- (c) consideration of any financial statements of the Society presented to the meeting;
- (d) consideration of the reports, if any, of the directors or auditor;
- (e) election or appointment of directors;
- (f) appointment of an auditor, if any;

- (g) business arising out of a report of the directors not requiring the passing of a special resolution;
- (h) unfinished business;
- (i) new business.

Notice of special business

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 judgment concerning that business.

Chair of general meeting

3.4 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is a minimum of 3 voting members.

Lack of quorum at commencement of meeting

3.8 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

3.9 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

3.10 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

3.11 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.

Order of business at general meeting

3.12 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 Society 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.

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.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 10 directors.

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 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 (Board Meeting)

5.1 A meeting of the directors 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 meeting of the directors 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 meeting of the directors to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

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 meeting of the directors is a majority of the directors.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 ALL Directors, except the Past President, 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;
- (e) past president

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 vice-president

6.4 The vice-president is the 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 Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society 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 Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a 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.

Signing authority

7.2 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.

Part 8 – Notice to Members

8.1 Notice can be given to members:

- a) personally, or
- b) by email to the registered address, or
- c) by mail to the members registered address.

8.2 Notice of general meetings must be given to every member registered on the day the notice is given

Part 9 – Additional Bylaws

9.1 On becoming a member, each member is entitled to, without charge, a copy of the constitution, bylaws, and policy of the society. These bylaws must not be added to or altered except by special resolution.

9.2 An extraordinary general meeting shall be convened within 21 days if three or more directors, or ten percent of the membership request an extraordinary general meeting: a request and purpose for such an extraordinary general meeting must be submitted in writing to the president or the secretary.

9.3 The Society fiscal year shall run from January 1 to December 31.

9.4 The Society membership year shall be from January 1 to December 31st

9.5 The Society may retain a law firm for the purpose of filing records and processing the annual incorporation returns.

9.6 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to the Society of Organized Services (SOS). This provision was previously unalterable.

These updated Bylaws, based on Schedule 1 provided by the SocietyBranch, were approved by the membership at a General meeting onOctober 16, 2017.

President _____

Secretary _____