

CLIPPERS HOCKEY SOCIETY

BY-LAWS

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;

“Society” means the “CLIPPERS HOCKEY SOCIETY”.

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 The initial members of the Society are the applicants for incorporation of the Society. All persons who are approved by a majority of the Board of Directors, and pay the membership fee determined from time to time are eligible for membership in the Society within 60 days of the date that their fees were received by the Secretary of the Society.

Classes of membership

2.2 There shall be three (3) classes of membership in the Society, Voting, Non-Voting and Lifetime Members:

Voting Members

- a) a voting member will be any member who has made payment of membership dues in the amount determined by the directors for Voting membership;
- b) a voting member will be entitled to vote so long as the member is in good standing.

Non-Voting Members

- a) a non-voting member will be any member who has made payment of membership dues in the amount determined by the directors for Non-Voting membership ;
- b) a non-voting member has the same rights, duties and obligations as a voting member except that:
 - i) a non-voting member shall not vote;
 - ii) the directors may determine that a non-voting member shall pay a different membership due than a voting member; and
 - iii) a non-voting member shall not become a director or officer of the Society.

Lifetime Members

- a) a Lifetime member will be any member who has made payment of membership dues in the amount determined by the directors for a Lifetime membership;
- b) a Lifetime member has the same rights, duties and obligations as a voting member and will be entitled to vote so long as the member is in good standing.

Duties of members

- 2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Membership Dues

- 2.4 The amount of membership dues for voting, non-voting and Lifetime members shall be determined by the directors.

Annual Membership Renewal

- 2.5 A renewal fee in the amount determined by the directors shall be due on the anniversary date of the last payment of membership.
- 2.6 Members' privileges shall not lapse provided that the renewal fee is paid within 60 days of the due date.
- 2.7 Lifetime Members shall not be required to pay an annual renewal fee.

Member not in good standing

- 2.8 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.9 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

- 2.10 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Membership not transferable

- 2.11 The membership of a person in the Society is not transferable.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 The first annual general meeting of the Society shall be held at the time and place the Board determines, not more than 16 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 16 months after the holding of the last preceding annual general meeting.

Ordinary business at general meeting

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society 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

- 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.

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.

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 3 voting members or 10% of the voting members, whichever is greater.

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 5 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting (the “AGM”), the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

The First Directors appointed upon incorporation of the Society will continue to act as Directors of the Society until the first AGM which will be held within 16 months of incorporation, at which time the following election schedule will apply:

1st AGM: three (3) of the First Directors will step down, one of which will be an executive position.

2nd AGM: three (3) of the First Directors will step down, one of which will be an executive position.

3rd AGM: the last three (3) remaining First Directors will step down, one of which will be the last Executive position.

4.3 Any board member stepping down may re-run for election if they are duly nominated.

4.4 There will be a special designate on the board for a board member of the Nanaimo Minor Hockey Association. Nominations for this position will be required one (1) month prior to the date of the Annual General Meeting and must be supported in writing by at least four (4) existing members of the Society.

Directors may fill casual vacancy on Board

4.5 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

- 4.6 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.

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) chairperson;
 - (b) vice-chairperson;
 - (c) secretary/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 Chairperson

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

Role of Vice-Chairperson

- 6.4 The Vice-Chairperson 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/treasurer

- 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.
- 6.6 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.

Absence of secretary from meeting

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

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.