

Bylaws of Mann Park Lawn Bowling Club (the “Society”)

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.

“**Policy**” means those policies adopted by the Board from time to time.

“**Special Resolution**” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members.

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 Any person interested in lawn bowling at the Mann Park Lawn Bowling facility may apply to become:

a) a voting Active Member of the Society upon payment of the annual membership dues.

b) a non-voting Social Member of the Society upon payment of the annual social membership dues. Social Members do not have lawn bowling privileges.

Membership year

2.2 Membership in the Society shall be on a yearly basis commencing on the 1st of May and ending on the 30th of April of the following year.

Honorary Life Members

2.3 Honorary Life Members are those persons designated by the Board according to Policy.

2.4 Honorary Life Members are voting members.

2.5 Honorary Life Members are not required to pay annual membership or social membership dues.

Duties of the members

2.6 Every member must uphold the Constitution of the Society and must comply with these Bylaws and with Policy.

Amount of membership dues

2.7 The amount of membership dues, if any, must be determined by the Board and approved by majority vote of the members at an annual general meeting.

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, or any other subscription or debt due and owing to the Society within 30 days of charging. The member is not in good standing for so long as those dues or debts 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 may be terminated by the Board if the person is not in good standing for three (3) consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 The Board must call a general meeting in each calendar year.

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

Requisition by members

3.3 A general meeting must be called upon the presentation to the Board of a requisition signed by at least 10% of the voting members of the Society, and made and delivered in accordance with the requirements of the Act.

Notice of general meeting

3.4 Notice of a general meeting must be given in writing to all voting members no less than 14 days prior to the date of the meeting. Notice delivered by Canada Post will be deemed to be delivered three (3) days following postage date. Notice delivered electronically will be deemed to be delivered on the following day.

Ordinary business at general meeting

3.5 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

3.6 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

3.7 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, or
 - 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

3.8 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

3.9 The quorum for the transaction of business at a general meeting is 10% of the voting members.

Lack of quorum

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

A quorum ceases to be present

3.11 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.

Adjournment by chair

3.12 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

3.13 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 of a general meeting

3.14 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 at the notice of meeting;
- h) terminate the meeting.

Methods of voting

3.15 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

3.16 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

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18 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 the Board

- 4.1 The Society must have no fewer than 10 and no more than 16 voting directors.
- 4.2 The immediate past president shall remain on the board as a non-voting director.
- 4.3 All directors must be voting members of the Society.

Election or appointment of directors

- 4.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Term of Office

- 4.5 The term of office for directors shall be one year.

Directors may fill casual vacancy on Board

- 4.6 The Board may, at any time, appoint a member of the Society as a director to fill a vacancy that arises on the Board as a result of no one being elected or appointed to the position at the Annual General Meeting or the resignation, death, or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.7 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 two 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.

Proceeding valid despite omission to give notice

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or a 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) president;
 - b) vice-president;
 - c) secretary;
 - d) treasurer;
 - e) financial manager.

Role of president

- 6.2 The president shall:
- a) be responsible for supervising other directors in the execution of their duties;
 - b) chair all general meeting and directors' meetings unless otherwise provided for by these Bylaws;
 - c) be an ex-officio member of all committees;
 - d) have no vote at any meeting, but shall have a casting vote in case of a tie.

Role of vice-president

- 6.3 The vice-president is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.4 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

- 6.5 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

- 6.6 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) disbursing monies as required in a timely manner;
 - c) keeping accounting records in respect of the Society's financial transactions;
 - d) preparing the Society's financial statements and reporting at meetings as required.

Role of the financial manager

- 6.7 The financial manager is responsible for doing, or making the necessary arrangements for, the following:
- a) preparing and submitting an annual operating budget for approval of the Directors and subsequent approval by the members at the annual general meeting;
 - b) keeping a current record of the Society's assets including the replacement value thereof;
 - c) assuring all required insurance is in place;
 - d) applying for Gaming Event Licenses as required through the BC Gaming Policy and Enforcement Branch and fulfilling reporting requirements;
 - e) applying for Gaming Grants, where eligible, through the BC Community Gaming Grants Branch, and for such other grants as the Society may from time to time become eligible for, and fulfilling reporting requirements;
 - f) making the Society's filings respecting taxes.

Directors at large

- 6.8 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.
- 6.9 Directors at large may chair committees including, but not limited to, the following:
- a) Coaching
 - b) Daily draw
 - c) Games and prizes
 - d) Greens and grounds
 - e) Housekeeping
 - f) Maintenance
 - g) Membership
 - h) Publicity and website
 - i) Social

Removal of a director

6.10 A director may be removed from office by a majority vote of the voting members at a properly convened general meeting.

PART 7 – REMUNERATION OF DIRECTORS, SIGNING AUTHORITY, AND FISCAL YEAR END

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, including cheques, drafts or orders for payment, 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 the vice-president are both unable to provide signatures, by any 2 other directors, or;
- d) in any case, by two individuals authorized by the Board to sign the record on behalf of the Society.

Fiscal year end

7.3 The fiscal year end of the Society shall be the 30th of September.

PART 8 – BORROWING

8.1 The Society may:

- a) borrow money, or
- b) issue bonds, debentures, notes or other evidences of debt obligations

at any time, to any person, and for any consideration that the Board may determine provided such action is sanctioned by a special resolution passed at a general meeting.

PART 9 – ALTERATION TO BYLAWS

9.1 The Bylaws of the Society may be revised by a special resolution at a general meeting.

PART 10 – WINDING UP

10.1 Dissolution of the Society requires approval by a special resolution. Upon winding up or dissolution, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations as may be determined by the Active Members of the Society at the time of winding up or dissolution. This provision shall be unalterable.

Approved by the members at annual general meeting held October 24, 2018

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