

**PROVINCE OF BRITISH COLUMBIA  
SOCIETY ACT**

**CONSTITUTION**

1. The name of the Society is "**WEST VANCOUVER FIELD HOCKEY CLUB**".
2. The purposes of the Society are:
  - (a) To foster and promote the sport of field hockey in the Province of British Columbia, regardless of age, ability or sex of participants;
  - (b) To provide opportunities to all members of our community to develop lifelong skills as field hockey players, coaches, and umpires in an atmosphere that fosters enjoyment of sport, sportsmanship, teamwork, and the pursuit of excellence;
  - (c) To promote and encourage co-operation and social interaction amongst its members;
  - (d) To promote and encourage personal development of its members;
  - (e) To promote and encourage its members to take active roles in the organization, development and ongoing operations of the Society and the sport of field hockey.

**Bylaws  
of  
West Vancouver Field Hockey Club**

**(October 2015)**

**Part 1 – Interpretation**

1. Unless otherwise specified:
  - (a) "**Act**" means the *Society Act* as amended from time to time.
  - (b) "**Appointed Director**" means a Director appointed pursuant to subsection 27(2) of these bylaws.
  - (c) "**Board**" or "**Directors**" means the Directors of the Club.
  - (d) "**Club**" means the society incorporated as the West Vancouver Field Hockey Club.
  - (e) "**Committee**" means a committee formed by delegation by the Directors the chair of which shall be either a Director or Appointed Director, pursuant to bylaw 60.
  - (f) "**Membership Categories**" means the categories of membership established by subsection 4(1) of these bylaws.
  - (g) "**Officer**" means an Officer of the Club appointed pursuant to bylaw 29.
  - (h) "**Ordinary Resolution**" means a resolution passed by a simple majority of the votes cast in person.
  - (i) "**Special Resolution**" means a resolution passed by 75% of the votes cast in person.
  - (j) "**Unanimous Resolution**" means a resolution passed by all of the votes cast in person.
2. Words importing the singular include the plural and vice versa.

**Part 2 – Membership, Discipline and Dues**

3. Members - The members of the Club are the applicants for incorporation of the Club, and those members that subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
4. (1) Categories - There shall be the following categories of membership:

- (a) **Junior Members:** shall be those members who are eligible to play on a U-18 team as of December 31st of the applicable yearly membership term. The effective date for determining whether a member qualifies as a Junior Member may be changed by Ordinary Resolution of the members of the Club.
- (b) **Senior Members:** shall be all members other than Junior Members but excluding Honorary Members unless also elected as such pursuant to subsection (3) of this bylaw.
- (c) **Honorary Members:** shall be all members elected pursuant to subsection (3) of this bylaw.

References to a person as being a member of a particular Membership Category will be deemed to include, in the case of a minor who is a member of such Membership Category, a parent or legally appointed guardian of such minor.

(2) Requirements for Junior and Senior Members - A Junior Member or Senior Member must, in the current membership year, be registered as a player on or participant in a Club team or program. The duration of membership for Junior and Senior Members shall be for a one year period commencing on July 1st and terminating on June 30th of the following year. The commencement and termination dates of such yearly period may be changed by Ordinary Resolution of the members of the Club.

(3) Requirements for Honorary Members - An Honorary Member must be a person, company, business, school, institution or other entity that makes an outstanding contribution, whether financial or otherwise, to the welfare of the Club or the sport of field hockey. An Honorary Member shall be elected by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or by Unanimous Resolution of the Directors of the Club.

(4) Term, Rights and Obligations Specific to Honorary Members - The rights, obligations and duration of membership of an Honorary Member shall be as established by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or Unanimous Resolution of the Directors of the Club and may be subsequently amended by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or by Unanimous Resolution of the Directors of the Club. Different rights, obligations and duration of membership of Honorary Members may be established for different Honorary Members. A Junior or Senior Member may also be named as an Honorary Member and shall be entitled to exercise separately the rights and obligations of such Membership Category.

- 5. Voting - Each Junior and Senior Member in good standing shall be entitled to one vote at meetings of the Club provided always that a Junior Member's vote may only be exercised by the Junior Member's parent or legally appointed guardian. A parent

or legally appointed guardian of more than one Junior Member may vote each Junior Member's vote separately and, in the event such parent or legally appointed guardian is also a Senior Member, may vote his/her own vote separately. Honorary Members shall not be entitled to vote at meetings of the Club, but may be elected as a Director or an Officer of the Club and may exercise a vote in such capacity.

6.

Discipline - The Directors, by Unanimous Resolution, with the exception of a Director that is subject to discipline, which Director shall have no vote, or the Members, by a resolution passed by 80% of the votes cast in person at a meeting of the Members, may impose disciplinary measures upon members or Membership Categories as deemed appropriate to maintain discipline within the Club, including:

- (a) imposing fines;
- (b) withdrawing some or all privileges of membership, including the privilege of playing field hockey for the Club;
- (c) issuing warnings;
- (d) imposing probationary terms, with or without conditions;
- (e) imposing suspensions, with or without conditions;
- (f) imposing expulsions from the Club, with or without conditions; and
- (g) imposing other disciplinary measures including, but not limited to, a combination of the above, as deemed appropriate in the given situation.

7.

(1) Appeals - Disciplinary measures imposed by the Directors of the Club may be appealed to the next general meeting called by the Club after the disciplinary measure has been imposed. Disciplinary measures imposed by the members of the Club may not be appealed. An appeal of disciplinary measures will only be entertained if the appellant delivers a written notice to the Club stating that the appellant wishes to appeal the disciplinary measures and such notice is delivered to either the Club president or secretary within ten days of the appellant receiving notice of the disciplinary measures.

(2) Applications for Leniency - Suspensions, whether imposed by the members or the Directors of the Club, may only be lifted by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or by Unanimous Resolution of the Directors of the Club, with the exception of a Director that is subject to discipline, which Director shall have no vote, before the full term of the suspension has been served. An expelled member may only be re-admitted to membership by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club.

8. (1) Dues - Annual dues for membership and other levies and the dates for the payment thereof may be determined from time to time by Ordinary Resolution of the Directors of the Club, following consultation with Committees. Annual dues and other levies may vary between Membership Categories. The determination of annual dues and other levies shall be based upon the concept that
- (a) general expenses of the Club shall be shared by its membership as a whole and expenses of a particular Membership Category shall be borne by that Membership Category; and
  - (b) a disproportionate sharing of expenses may be advantageous to the Club as a whole in order to assist, foster or promote a particular Membership Category.
- (2) Factors for Consideration - Without limiting the generality of the foregoing and without limiting the matters that may be considered by the Directors of the Club when determining annual dues or levies, the Directors of the Club shall be entitled to consider:
- (a) existing or anticipated dues, fees, and other money paid or to be paid by the Club to external organizations for the general benefit of the Club, whether for the purpose of providing field hockey for members or for other purposes;
  - (b) existing or anticipated dues, fees, and other money paid or to be paid by the Club to external organizations for the benefit of particular Membership Categories, whether for the purpose of providing field hockey for members or for other purposes;
  - (c) existing and anticipated costs for the general operations of the Club, including the repair, maintenance, replacement or acquisition of equipment or other items in the nature of capital or of benefit to the Club and including establishing contingency or other funds for future expenses of any nature; and
  - (d) existing and anticipated costs for the operations of particular Membership Categories, including the repair, maintenance, replacement or acquisition of equipment or other items in the nature of capital or of benefit to the Membership Category and including establishing contingency or other funds for future expenses of any nature.
- (3) Waiver of Dues or Levies - At the discretion of the Board, in special cases a member's dues or levies may be waived or deferred, in whole or in part. Such waiver or deferral includes, but is not limited to, the establishing of scheduled payments over time.
- (4) Exemption for Honorary Members - Honorary members shall be exempt from dues in their capacity as Honorary members. An Honorary member that is also a member in some other Membership Category shall continue to pay dues as required for that Membership Category unless the terms under which the Honorary

member was elected exempt the Honorary member from paying dues in other categories.

9. Person Ceasing To Be a Member – A person shall cease to be a member of the Club
  - (a) by delivering a resignation in writing to the secretary of the Club or by mailing or delivering it to the address of the Club;
  - (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 12 consecutive months.
10. Good Standing – All members are members in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Club and who shall remain not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

11. General meetings of the Club must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, when they think fit, convene an extraordinary general meeting.
14.
  - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - (2) 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.
15. The first annual general meeting of the Club must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 – Proceedings at General Meetings**

16. 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 Directors;
  - (vi) the appointment of the auditor, if required; and
  - (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.
17. (1) 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.
- (2) 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.
- (3) A quorum at general meetings shall be at least three members of each of the Junior Members and Senior Members categories, and shall not be less than six members of the Club.
18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to bylaw 20, the president of the Club, the vice president or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
20. If at a general meeting
- (a) there is no president, vice president or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the president and all the other Directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.

21. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of a tie vote, the chair 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.
23. (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands, unless a ballot is requested by a member in attendance and entitled to vote, in which case voting shall be by ballot.
  - (3) Voting by proxy is not permitted.
24. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Club.

#### **Part 5 – Directors and Officers**

25. (1) The Directors may exercise all the powers and do all the acts and things that the Club 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 Club in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the Club;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Club in a general meeting.
  - (2) A rule, made by the Club 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.
26. (1) Directive to Directors - Subject always to the direction of the members of the Club and without limiting the generality of the Directors' obligations and powers in



the control and operation of the affairs of the Club, the Directors shall establish and administer all matters regarding:

- (a) co-ordination of field hockey for the Club;
- (b) co-ordination of annual planning of field hockey for the Club;
- (c) all external relations, including with any other organizations, whether affiliated or not, that are involved in the use and maintenance of any facilities that can be used by the Club;
- (d) promotion and publicity of field hockey for the Club;
- (e) long term planning for the Club;
- (f) common facility maintenance and operation;
- (g) co-ordination of fund raising;
- (h) field use and related facility use; and
- (i) guidance regarding and monitoring of programs and activities in each Committee of the Club.

(2) Fund Raising Limitation - No Committee or member may seek funding from any source without prior approval of the Board, which approval will be granted by the Board unless such seeking of funding is reasonably considered by the Board to be detrimental to all or any part of Club.

27. (1) Election of Directors - At the annual general meeting there shall be elected up to three Directors each from the Junior and Senior Membership Categories. The Directors from each Membership Category may only be nominated by the members of that Membership Category but shall be elected based upon the vote of all members enjoying a vote, regardless of Membership Category. Any member of a Membership Category may nominate a person to be a Director from that member's Membership Category either in advance or at the annual general meeting. All nominations must be seconded by a member from the same Membership Category. In the event of any Membership Category not electing its maximum number of Directors, such Membership Category vacancy shall only be filled by a nomination from that Membership Category.

(2) Appointed Directors - The elected Directors shall be entitled, by a resolution passed by 80% of the votes cast in person at a meeting of the elected Directors, to appoint further Directors (the "**Appointed Directors**") at any time, subject to the limitations regarding the maximum Board size. The number of Appointed Directors shall never exceed the number of elected Directors.

- (3) Number of Directors and Term of Office - There shall be no fewer than six Directors. The Directors, whether elected or Appointed Directors, shall serve for a term ending at the next annual general meeting, at which time the successors thereof shall be elected or appointed, as is applicable.
- (4) Maximum Terms - There shall be no limit on the number of consecutive terms that a Director may serve on the Board.
- (5) Qualifications - Directors ~~do not have to be~~ must be members of the Club.
- (6) Resignations - If an elected Director should resign or otherwise ceases to hold office prior to the expiration of that Director's term of office, then such vacancy may be filled by the Membership Category from which that Director was nominated.
- (7) Duty of Care - Directors, whether elected or Appointed Directors, shall act in the best interests of the Club as a whole and shall not give preference to the interests of the Membership Category that nominated them.
- (8) Acts of Directors - No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- (9) Transactions in which a Director has an Interest - A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Club must disclose fully and promptly the nature and extent of the interest to each of the other Directors. In any such case, the Director in question must abstain from voting on the approval of the proposed contract or transaction, and for the purposes of such vote the Director in question must not be counted in the quorum.
28. Removal of Directors - A Director may be removed from office by:
- (a) a resolution passed by 80% of the votes cast in person at a meeting of the members of the Membership Category that nominated the Director; or
  - (b) a resolution passed by 75% of the votes cast in person at a meeting of the members of the Club as a whole;
  - (c) in the case of elected Directors, by Unanimous Resolution of the Directors (with the exception of the Director that is subject to removal, which Director shall have no vote); or
  - (d) in the case of Appointed Directors only, by a resolution passed by 80% of the votes cast in person at a meeting of the elected Directors.
29. (1) Officers - The Officers of the Club shall be appointed and removed from Office by a resolution passed by 80% of the votes cast in person at a meeting of the Directors. The Directors may appoint Officers to such positions as deemed necessary from time to time by the Directors.

- (2) Membership of Officers - The president and the vice president must be members of the Club or be Directors, but other Officers of the Club need not be.
  - (3) Duty of Care - Officers shall act in the best interests of the Club as a whole.
  - (4) Transactions in which an Officer has an Interest - An Officer who, directly or indirectly, has a financial or other interest in a proposed contract or transaction with the Club must not participate in the approval or execution of the proposed contract or transaction.
30. 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 Club.

#### **Part 6 – Proceedings of Directors**

31. (1) 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.
- (2) 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 which includes at least one Director from each of the Junior Members and Senior Members Categories.
- (3) The president is the chair of all meetings of the Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (4) A Director may at any time, and the secretary, on the request of a Director, must, convene a meeting of the Directors.
32. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or 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.
33. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Club a waiver of notice, which may be by letter, fax or email, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Directors is not required to be sent to that Director; and

- (b) any and all meetings of the Directors of the Club, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
34. (1) Questions arising at a meeting of the Directors and Committees must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
35. A resolution proposed at a meeting of Directors or Committees need not be seconded, and the chair of a meeting may move or propose a resolution.
36. 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 Directors.

#### **Part 7 – Duties of Officers**

37. (1) The president presides at all meetings of the Club and of the Directors.
- (2) The president is the chief executive officer of the Club and must supervise the other Officers in the execution of their duties.
38. The vice president must carry out the duties of the president during the president's absence.
39. The secretary must do the following:
- (a) conduct the correspondence of the Club;
  - (b) issue notices of meetings of the Club and Directors;
  - (c) keep minutes of all meetings of the Club and Directors;
  - (d) have custody of all records and documents of the Club except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the Club; and
  - (f) maintain the register of members.
40. 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.

41. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of Directors must not be less than six or the greater number that may have been determined under subsection 27(3) of these bylaws.
42. 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**

43. The Directors may provide a common seal for the Club and may destroy a seal and substitute a new seal in its place.
44. 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 president and secretary or president and secretary treasurer.

#### **Part 9 – Borrowing**

45. In order to carry out the purposes of the Club the Directors may, on behalf of and in the name of the Club, 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.
46. A debenture must not be issued without the authorization of a Special Resolution.
47. 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**

48. This Part applies only if the Club is required or has resolved to have an auditor.
49. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
50. At each annual general meeting the Club must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
51. An auditor may be removed by Ordinary Resolution.
52. An auditor must be promptly informed in writing of the auditor's appointment or removal.
53. A Director or employee of the Club must not be its auditor.

54. The auditor may attend general meetings.

#### **Part 11 – Notices to Members**

55. A notice may be given to a member, either personally or by mail or email to the member at the member's registered address.

56. 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. A notice sent by email is deemed to have been given on the day following the day on which the email is sent, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and sent.

57. (1) 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, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

#### **Part 12 – Bylaws**

58. On being admitted to membership, each member is entitled to, and the Club must give the member without charge, a copy of the constitution and bylaws of the Club.

59. These bylaws must not be altered or added to except by Special Resolution.

#### **Part 13 – Committees**

##### 60. Formation

(1) The Directors may delegate any, but not all, of their powers as they think fit to committees the chair of which, or a co-chair, shall be either a Director or Appointed Director (“Committees”).

(2) 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.

##### 61. Committee Meetings

(1) A Committee must elect a chair of its meetings who shall be either a Director or Appointed Director, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Committee must choose one of their number to be the chair of the meeting.

- (2) Committees may meet and adjourn as they think proper.
62. Administration of Committees – Committees shall always be subject to the control and direction of the Club with the intention that the operations and finances of each Committee shall be established and amended as is deemed necessary by the Club from time to time to enhance the co-operation between Committees and for the general benefit of the Club as a whole. Subject to the foregoing, each Committee will be responsible for its finances and operations, and shall provide to the Treasurer in time for presentation at the annual general meeting of the Club a projected budget for the upcoming year for the Committee, statement of account reconciling the previous year's projected budget with actual revenues and expenditures and a report reconciling the previous year's projected plan of action with actual results. Committees shall report their activities and financial status as requested from time to time by the Club and shall co-operate with the Club and any other Committees for the general benefit of the Club as a whole.

#### **Part 14 - Dissolution and Wind-up**

63. Distribution of Remaining Assets – In the event of the dissolution of the Club, funds and assets of the Club remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Club at the time of dissolution, provided that such organization or organizations shall be a registered charity recognized by Revenue Canada as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to the Minister of Finance and Corporate Relations.