

# SCHEDULE “B”

## *SOCIETY ACT*

### BYLAWS OF VICTORIA JR. SHAMROCKS PROMOTION SOCIETY

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# BYLAWS OF VICTORIA JR. SHAMROCKS PROMOTION SOCIETY

## PART 1 – INTERPRETATION

### 1. Definitions

1.1 In these bylaws, unless the context otherwise requires:

- (a) “Executive Board” means the persons holding the positions listed in Clause 20;
- (b) “general meeting” means a meeting of the members of the Society;
- (c) “Society” means the Victoria Jr. Shamrocks Promotion Society;
- (d) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (e) “special business” means all business at a special general meeting; and all business transacted at an annual general meeting except: the consideration of the financial statements; the report of the Executive Board; and the election of the Executive Board;
- (f) “special resolution” means a resolution passed at a general meeting of the Society (of which proper notice has been given) by a majority of not less than 75% of the votes cast by the members present and entitled to vote; and

### 2. Interpretation

2.1 The definitions of the *Society Act* on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

## PART 2 – MEMBERSHIP

### 3. Members

3.1 The members of the Society are those persons who have become members, in accordance with the bylaws of the Society, and who have not ceased to be members.

### 4. Persons Eligible for Membership

4.1 A person who is of the age of majority and who is interested in the general work of the Society, is eligible to apply for membership in the Society.

#### 4.2 Application for Membership

An eligible person may apply to the Executive Board for membership in the Society by:

- (a) completing and submitting a membership application in the form provided by the Society; and,
- (b) paying the annual membership dues for the current year;

and on acceptance by the Executive Board shall be a member of the Society.

## **5. Voting by New Members**

- 5.1 A person may be admitted as a member of the Society at any time during the calendar year, but only where his application for membership is received on or before September 30 in any calendar year and accepted by the Executive Board prior to the annual general meeting to be held in such calendar year, will he be eligible to vote at such meeting.

## **6. Compliance by Members**

- 6.1 Every member of the Society shall uphold the constitution and comply with these bylaws and any resolutions duly passed by the Society or by the Executive Board.

## **7. Annual Membership Dues**

- 7.1 The annual membership dues shall be \$5.00, unless otherwise determined at the annual general meeting of the Society, but in any case shall not be less than \$5.00. Annual membership dues shall be due and payable on September 30 in each year and shall cover the period from October 1 until the next September 30.

## **8. Ceasing to be a Member**

- 8.1 A person shall cease to be a member of the Society:
- (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on his death;
  - (c) on being expelled;
  - (d) on having been a member not in good standing for six (6) consecutive months; or

## **9. Expulsion of a Member**

- 9.1 A member of the Society may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **10. Good Standing**

- 10.1 All members of the Society are in good standing except a member who has failed to pay his current annual membership dues and he is not in good standing so long as such dues remain unpaid.

### **PART 3 – MEETINGS OF MEMBERS**

## **11. Annual General Meeting**

- 11.1 The annual general meeting of the Society shall be held in October in each year, at the time and place within British Columbia that the Executive Board decides.

**12. Special General Meetings**

- 12.1 Every general meeting, other than an annual general meeting, is a special general meeting. The president or the Executive Board may, when they think fit, convene a special general meeting.

**13. Notice of General Meetings**

- 13.1 Not less than fourteen (14) days written notice of an annual or special general meeting shall be given to every member in good standing shown on the register of members of the Society on the day notice is given, and may be given personally or by mail at the residential or electronic address appearing in the register of members.
- 13.2 Notice of a general meeting shall specify the place, day and hour of a meeting, and, in case of special business, the general nature of that business.
- 13.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members of the Society entitled to receive notice does not invalidate proceedings at that meeting.

**PART 4 – PROCEEDINGS AT GENERAL MEETINGS****14. Rules of Order**

- 14.1 Procedures not covered by these bylaws shall be governed by Roberts' Rules of Order (current edition).

**15. Quorum**

- 15.1 A quorum is ten (10) members of the Society present.
- 15.2 No business, other than the election of a chairman (if necessary) and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 15.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**16. Termination or Adjournment if No Quorum Initially**

- 16.1 If, within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present the meeting, if convened on the requisition of the members of the Society, shall be terminated; but in any other case it shall 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

**17. Chairman**

- 17.1 The president of the Society, the vice-president or in the absence of both, one of the other members of the Executive Board present, shall preside as chairman of a general meeting.
- 17.2 If, at a general meeting:
- (a) there is no president, vice-president or other member of the Executive Board present within fifteen (15) minutes after the time appointed for holding the meeting; or

- (b) the president and all the other members of the Executive Board present are unwilling or to act as chairman;

the members present shall choose one of their number to be chairman.

- 17.3 The chairman of a general meeting may move or second a resolution, but shall not vote except in the case of an equality of votes in which case the chairman shall have a casting vote.

## **18. Voting at General Meetings**

- 18.1 A member who is present at a general meeting of the Society is entitled to vote as follows:
  - (a) a member in good standing and whose application for membership (in the case of a new member) was received on or before September 30 in the year and accepted by the Executive Board, is entitled to one (1) vote on each resolution at the annual general meeting;
  - (b) a member in good standing who is present at any other general meeting is entitled to one (1) vote on each resolution; and
- 18.2 Voting is by a show of hands, except on the election of the Executive Board which shall be by secret ballot. Voting by proxy is not permitted.

## **PART 5 – MEMBERS OF EXECUTIVE BOARD**

### **19. Composition of Executive Board**

- 19.1 The president, immediate past-president, vice-president, secretary, treasurer and seven (7) directors at large shall constitute the Executive Board of the Society.

### **20. Term and Election of Members of Executive Board**

- 20.1 All members of the Executive Board shall be elected for a two (2) year terms on a rotating basis such that the president, secretary and three (3) directors will be elected for two (2) years in annual general meetings held in odd numbered years while the vice-president, treasurer and four (4) directors will be elected for two (2) year terms in annual general meetings held in even numbered years. Members of the Executive Board shall retire from office at the end of their two (2) year terms at the annual general meeting when their successors shall be elected in accordance with these bylaws.
- 20.2 Separate elections shall be held for each position to be filled, other than the positions of immediate past president and sponsor representative, the latter of whom shall be designated by the sponsor when a major sponsor exists.
- 20.3 Prior to the annual general meeting the Executive Board shall appoint a nominating committee to present to the annual general meeting at least one (1) candidate for each of the twelve (12) positions to be filled. Further nominations will be accepted from the floor at the annual general meeting, but these nominees must be present at the meeting or have previously signified in writing their intention to stand for election.
- 20.4 The chairman of the nominating committee shall conduct the election of the Executive Board. He shall appoint two (2) members from the floor to act as scrutineers.
- 20.5 An election may be by acclamation, otherwise it shall be by secret ballot.

20.6 Candidates for election must be members in good standing of the Society.

**21. Vacancies on Executive Board**

21.1 The Executive Board may at any time and from time to time appoint a member of the Society in good standing to fill a vacancy on the Executive Board. No act or proceeding of the Executive Board is invalid only by reason of there being vacancies on the Executive Board.

**22. Removal of Member of Executive Board**

22.1 The members of the Society may by special resolution remove a member of the Executive Board before the expiration of his term of office, and may by ordinary resolution elect a successor to complete the term of office.

**23. Reimbursement for Expenses**

23.1 No member of the Executive Board shall be remunerated for acting as such, but a member of the Executive Board shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

**PART 6 – DUTIES OF OFFICERS**

**24. President**

24.1 The duties of the president are as follows:

- (a) to preside at all general meetings of the Society and at all meetings of the Executive Board;
- (b) to generally supervise the affairs of the Society. The president is ex-officio a member of all committees of the Executive Board.

**25. Immediate Past President**

25.1 The immediate past president shall act as an advisor to the Executive Board and shall carry out such duties as are assigned by the president or the Executive Board.

**26. Vice-President**

26.1 The vice-president shall carry out the duties of the president during his absence. In the event of a vacancy occurring in the position of president, the vice-president shall be acting president until the next annual general meeting.

**27. Secretary**

27.1 The duties of the secretary shall be as follows:

- (a) to conduct the correspondence of the Society;
- (b) to issue notices of general meetings and meetings of the Executive Board;
- (c) to keep minutes of all general meetings and meetings of the Executive Board;

- (d) to have custody of all records and documents of the Society except those to be kept by the treasurer;
- (e) to maintain the register of members as required by the *Society Act* including particulars with respect to each member as to:
  - i. full name, and residential or electronic address;
  - ii. date on which a person is admitted as a member;
  - iii. date on which a person ceased to be a member; and
  - iv. payment of annual membership dues;
- (f) to turn over to his successor all files, documents and correspondence pertaining to the Society.

27.2 In the absence of the secretary from a meeting, the Executive Board shall appoint another person to act as a secretary at the meeting.

## **28. Treasurer**

28.1 The duties of the treasurer shall be as follows:

- (a) to be responsible for receiving, or ensuring that all monies paid to the Society are deposited in the property bank account of the Society, and for the payments of all accounts approved by the Executive Board;
- (b) to maintain an accurate record of all receipts and disbursements and keep the financial records, including books of account, necessary to comply with the *Society Act*;
- (c) to make a financial report to each meeting of the Executive Board;
- (d) to represent the annual financial statement to each annual general meeting of the members of the Society; and
- (e) to turn over to his successor all books of account, vouchers, bank statements and other documents.

## **29. Directors-at-Large**

29.1 The duties of the directors-at-large, if any, shall be as follows:

- (a) to attend all meetings of the Executive Board;
- (b) to participate in the development and maintenance of the operating policies and management procedures of the Society; and
- (c) to head the various committees established by the Executive Board and perform such other duties as may be assigned from time to time by the president or the Executive Board.

## **PART 7 – PROCEEDINGS OF EXECUTIVE BOARD**

### **30. Meetings**

- 30.1 The Executive Board shall meet at least once every two (2) months:
- 30.2 Notice of a meeting of the Executive Board shall be given to the members of the Executive Board by telephone or electronic mail at least two (2) days prior to the date of the meeting. In emergencies, less notice will not invalidate a meeting.
- 30.3 A quorum necessary to transact business at any meeting of the Executive Board shall be a majority of the members of the Executive Board then in office.
- 30.4 The president shall be chairman of all meetings of the Executive Board, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the members of the Executive Board present may choose one of their number to be chairman at that meeting.
- 30.5 Procedures not covered by these bylaws shall be governed by Robert's Rules of Order (current edition).

### **31. Voting**

- 31.1 Questions arising at a meeting of the Executive Board shall be decided by a majority of votes.
- 31.2 Only the members of the Executive Board shall be entitled to vote at meetings of the Executive Board and each member of the Executive Board, including the chairman, shall have one vote on each motion
- 31.3 In the case of a tie vote, the chairman shall have a second or casting vote.
- 31.4 Every question shall be decided by a show of hands.

## **PART 8 – RESPONSIBILITIES OF EXECUTIVE BOARD**

### **32. Functions of Executive Board**

- 32.1 The Executive Board shall be responsible for the development, maintenance and oversight of the policies and management processes necessary for good government of the Society and the promotion and funding of the lacrosse team or teams operated by the Victoria Jr. Shamrocks Lacrosse Association, and for these purposes may make such rules or regulations as they think fit. The Executive Board shall have the authority to carry out its responsibilities within the funds allotted by the annual budget or by any supplemental budgets approved from time to time by the Executive Board.

### **33. Appointment of Committees**

- 33.1 The Executive Board may appoint committees to conduct various operations of the Society pertaining to fundraising, game operations, and for any other purposes of the Society.
- 33.2 As far as possible, these committees shall be headed by a member of the Executive Board, but this is not mandatory and the heads and members of these committees may be appointed from the membership of the Society or from the general public.

- 33.3 Committee members, other than those who are also members of the Executive Board, shall not be entitled to vote at meetings of the Executive Board, although they may attend such meetings at the request of the president.

#### **PART 9 – SOCIETY FUNDS**

##### **34. Deposit of Funds**

- 34.1 All funds of the Society shall be deposited in an account with a chartered bank, credit union or trust company selected by the Executive Board.

##### **35. Banking and Investments**

- 35.1 One current account shall be maintained for the regular operations of the Society. A separate account shall be maintained for funds derived from gaming operations. Funds not immediately required for disbursement may be invested in bank savings accounts, term deposits or other instruments including government bonds.

##### **36. Disbursements**

- 36.1 All disbursements shall be approved by the Executive Board through the annual or special supplementary budgets or by specific allotments.

##### **37. Signing Authority**

- 37.1 The signing authority for all financial transactions of the Society shall be any two of the president, vice-president, secretary and treasurer.

#### **PART 10 – BORROWING POWERS**

##### **38. Borrowing**

- 38.1 The Society shall have the power to borrow such sums of money as the members of the Executive Board unanimously decide are necessary for the operation of the Society.

##### **39. Debentures**

- 39.1 No debenture shall be issued without the approval of a special resolution at an annual or special general meeting of the Society.

#### **PART 11 – FISCAL YEAR AND AUDIT OF ACCOUNTS**

##### **40. Fiscal Year**

- 40.1 The fiscal year of the Society shall be from October 1 of every year to September 30 of the next year.

##### **41. Annual Financial Statement**

- 41.1 The Executive Board may appoint a qualified accountant to report to the members of the Society on the annual financial statement of the Society.

**42. Accounting Records and Procedures**

- 42.1 The Executive Board may also appoint from time to time a qualified accountant to report to the Executive Board on the adequacy of the accounting records and procedures employed by the Society.

**PART 12 – BOOKS AND RECORDS OF THE SOCIETY****43. Maintaining Books and Records**

- 43.1 The Executive Board shall ensure that all books and records of the Society required by the *Society Act*, these by-laws or by any other applicable statute or law are regularly and properly kept.

**44. Inspection of Books and Records by Executive Board**

- 44.1 All documents of the Society including its financial records shall be kept at the address of the Society and shall be open to inspection by any member of the Executive Board on reasonable notice to the Society.

**45. Inspection of Accounting Records by Members of the Society**

- 45.1 The accounting records of the Society shall be open to inspection by any member of the Society on reasonable notice to the Society.

**PART 13 – AMENDMENTS TO THE CONSTITUTION AND BYLAWS****46. Procedure**

- 46.1 Changes to the constitution or bylaws of the Society shall be made only in accordance with the provisions of the *Society Act*.

**47. Unalterable Provisions**

- 47.1 Article 6 of the constitution pertaining to the procedures to be followed on the winding up or liquidation of the Society cannot be altered.