

  
CAROL PREST

## Part 1 – Definitions and Interpretation

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 amended from time to time;

“Casting Vote” means an extra vote used by the person presiding at a meeting to decide an issue when votes on each side are equal;

“Material Interest” means any situation in which a director of the Society has a direct or indirect interest in a contract, transaction or matter under consideration by the Society, current or proposed, in which the director may benefit or gain an advantage, financial or otherwise, for themselves or for someone who they are closely associated with such as a family member, friend or business associate.

“Ordinary Resolution” means any resolution that requires a simple majority (50% + 1) of the votes cast by those persons eligible to vote;

“Participant” means a person who has registered to play with a sport organized by the Society or sponsored by the Society;

“Society” means the Italian Canadian Sports Federation Society;

“Special Resolution” means any resolution that requires at least 2/3 of the votes cast by those persons eligible to vote;

“Volunteer” means a Director, coach, manager or other person that provides assistance to the Society without remuneration and is designated as a volunteer by the Board.

1.2 The definitions of the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act (including the regulations to the Act), the Act, as the case may be, prevails.

1.4 These bylaws shall be interpreted in a manner consistent with the purposes and preservation of the Society.

## Part 2 – Membership

### Eligibility for membership in the Society

- 2.1 (1) To be eligible to apply for membership in the Society, a person must
- (a) be 18 years or older and be registered as
    - (i) a Player,
    - (ii) a Volunteer, or
    - (iii) a paid coach of the Society;
  - (b) be a parent, legal guardian or other person approved by the Board, on behalf of a registered Player who is under the age of 18,
  - (c) provide financial support or sponsorship to the Society in an amount designated by the Board; or
- (2) A person who is eligible for membership in more than one category in subsection (1) is only entitled to one membership.
- (3) A person is not eligible for membership in the Society if they have registration fees owing to the Society unless otherwise approved by the Board.

### Application for membership

- 2.2 A person who is eligible for membership in the Society may apply to the Board for membership in the Society, and the person becomes a member on the Board's, or its delegate's, approval of the application.

### Honourary life membership

- 2.3 The Board may confer an Honourary Life Membership upon a person who has rendered valuable service to the Association. Honourary Life Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the Association.

### Duties of members

- 2.3 Every member must
- (a) uphold the constitution of the Society,
  - (b) comply with these Bylaws and other rules and policies of the Society, and
  - (c) comply with the rules, policies and decisions of the governing body or governing bodies of the sport with which the member and the Society is affiliated.

### Rights of members

- 2.4 Unless otherwise stated in these Bylaws, every member of the Society has a right to participate in the activities of the Society according to these Bylaws including:
- (a) the right to one vote in a general meeting of the Society, and

- (b) the rights afforded by virtue of the governing body or bodies of the sport with which the member and the Society is affiliated.

#### Amount of membership dues

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

#### Timing of membership

- 2.6 Upon approval by the Board of a membership application or the renewal of a membership, the membership is valid until the end of the Society's fiscal year.

#### Member not in good standing

- 2.7 A member is not in good standing if
- (a) the member fails to renew their membership and pay their annual membership dues; or
  - (b) has not paid their or their family member's registration fees in full unless otherwise approved by the Board.

#### Disqualification of member not in good standing

- 2.8 A voting member who is not in good standing
- (a) may not vote at a general meeting of the members;
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members; and
  - (c) may not be elected as a Director of the Society.

#### Termination of membership if member not in good standing

- 2.9 A person's membership in the Society is terminated and shall be removed from the Register of Members if the person is not in good standing for 6 consecutive months.

#### Discipline or expulsion of a member

- 2.10 (1) The Board, as approved by a resolution of at least 2/3 of the Directors, may discipline, suspend or expel a member of the Society
- (a) for a contravention of these Bylaws,
  - (b) for a contravention of a policy or rule of the Society,
  - (c) for conduct unbecoming a member of the Society, or
  - (d) due to a decision or discipline imposed by a governing body of a sport with which the Society is affiliated, including without limitation, a Player.
- (2) The Board shall provide reasons for their decision to the member.

- (3) The discipline imposed by the Board may include designating the individual as a member not in good standing for the purposes of these Bylaws.

#### Due process

- 2.11 Before a member may be disciplined or expelled, the Board shall:
  - (a) deliver written notice of the proposed discipline or expulsion, including any evidence they are relying upon, and
  - (b) give the member a reasonable opportunity to make representations to the Board respecting the alleged misconduct and proposed discipline or expulsion.

#### Register of Members

- 2.12 The Board shall maintain a register of members of the Society. The register of members shall distinguish between members who are in good standing and those members who are not in good standing.

### **Part 3 — Meetings of Members**

#### Time and place of general meeting

- 3.1 (1) An annual general meeting of the Society must be held at least once in each calendar year at the time and place the Board determines, unless the Society applies for an extension as permitted in the Act.
  - (2) Any other general meeting of the Society may be held in accordance with the provisions of the Act.

#### Written Notice

- 3.2 (1) Written notice of an annual general meeting or general meeting of members shall be given to each member in good standing at least fifteen (15) days prior to such meeting. A notice sent by regular mail shall be deemed to have been given on the second day following that on which the noticed is mailed.
  - (2) Notice delivered to the member by the email on record for the member shall constitute written notice in (a).
- 3.3. A notice of any annual general meeting or general meeting must state the date, time and location of the meeting (unless the meeting is an electronic meeting) as well as 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 notice shall include notice and text of any Special Resolution to be considered by the members.

#### Accidental omission of notice

- 3.4. The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

#### Ordinary business at general meeting

- 3.5 At an annual general meeting or 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, if any;
  - (e) appointment of any Chartered Professional Accountant, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

#### Chair of general meeting

- 3.6 (1) The President of the Society shall preside at any general meeting. If the President is absent, the Vice President shall preside at any general meeting.
- (2) If the President and Vice President are absent from any general meeting, the Board shall determine who shall preside at the meeting.

#### Quorum required

- 3.7 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

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

#### Lack of quorum at commencement of meeting

- 3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, 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.

### Order of business at general meeting

3.10 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, if any;
- (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 Chartered Professional Accountant's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting, and
  - (iii) appoint a Chartered Professional Accountant, 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) elect or appoint directors, if any
- (i) adjourn the meeting.

### Methods of voting

3.11 At a general meeting, voting shall be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if,

- (a) 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;  
or
- (b) if a meeting is held in accordance with Section 3.16, voting shall be in the manner determined by the directors provided that such voting shall fairly record all votes.

### Announcement of result

3.12 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

3.13 Voting by proxy is not permitted.

### Matters decided at general meeting by ordinary resolution

- 3.14 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.

### Procedure at AGMs or general meetings

- 3.15 The Board may adopt a set of rules and procedures for conduct of meetings of the members. If the Board does not adopt a set of rules and procedures prior to the meeting, then Roberts Rules of Order shall apply.

### Participation by Telephone or other Communications Medium

- 3.16 Subject to the Act, the directors may decide, in their sole discretion, to hold a general meeting as a fully or partially electronic meeting. If the directors decide to hold a general meeting as a fully or partially electronic meetings, the directors shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting. A member entitled to vote at the general meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

## **Part 4 — Directors**

### Number of directors on Board

- 4.1 The Society must have no fewer than 3 and no more than 12 directors.

### Term

- 4.2 (1) At the time these bylaws are adopted by the Society,  
(a) current directors will continue until the end of their current terms,  
(b) any director appointed by the Board to fill a vacancy will continue until the end of the term of the director for whom they are filling that vacancy, and  
(2) At any subsequent election after the adoption of these bylaws, all directors and succeeding directors will be elected for 2 year terms.

### Election or appointment of directors

- 4.3 At each annual general meeting, the voting members entitled to vote for the election of directors must elect candidates who have applied for election to the Board, if any. If there are less than or the same number of candidates for election than available Board positions, those candidates shall be acclaimed as elected to the Board without a vote by the members.

### Application to be elected as a director

- 4.4 (1) To be a candidate for election as a director of the Society, a person must be eligible to be elected according to these Bylaws and follow the process for application as approved by the Board of Directors each year.
- (2) There shall be no nominations of candidates for director from the floor of an annual general meeting or general meeting of members that has authority to elect directors of the Society.
- (3) The Board shall ensure that their process for application to be elected as a director provide sufficient notice to members of the process for application as well as sufficient notice to the members regarding the list of candidates who have applied to be elected as a director prior to an annual general meeting or general meeting of the members that has authority to elect directors of the Society.

### Directors may fill 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, incapacity or disqualification 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 will continue until the end of the term of the director for whom they are filling that vacancy.

### Duties of directors

- 4.7 Every director must, when exercising the powers and performing the functions of a director of the society,
- (a) act with a view to the purposes of the society,
  - (b) act honestly and in good faith with a view to the best interests of the society,
  - (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,



- (d) comply with any obligations and duties as required by the governing body or governing bodies of the sport with which the Society is affiliated, and
- (e) act in accordance with these bylaws and the Act.

#### Board Meetings

- 4.8 The Board shall meet regularly for the conduct of the Society's business. Board meetings may be held in a manner (including by electronic meeting) as determined by the Board, at the place (if any), at a reasonable time and on reasonable notice appropriate for the circumstances.

#### Meetings by Telephone or Other Communications Medium

- 4.9 A director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this section is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

#### Proceedings valid despite omission to give notice

- 4.10 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

- 4.11 The Board may adopt a set of rules and procedures for conduct of meetings of the Directors. If the Board does not adopt a set of rules and procedures prior to the meeting, then Roberts Rules of Order shall apply.

#### Quorum of directors

- 4.12 The quorum for the transaction of business at a directors meeting is the lesser of a majority of the directors or five directors.

#### Failure to attend Board meetings

4.13 A director who fails to attend three (3) consecutive meetings of the Board without good cause may be removed as director of the Society by the remaining directors. The remaining Directors shall give notice of proposed removal to the director in question who shall have an opportunity to address the Board before a final decision is made to remove the director.

#### No remuneration for directors

4.14 No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

#### Disclosure of director's interest

4.15 (1) This section applies to a director of a society who has a direct or indirect material interest in

- (a) a contract or transaction, or a proposed contract or transaction, of the society, or
- (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.

(2) A director to whom this section applies must

- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
- (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),
- (c) leave the directors' meeting, if any,
  - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be in attendance to provide information, and
  - (ii) when the other directors vote on the contract, transaction or matter, and
- (d) refrain from any action intended to influence the discussion or vote.

- (3) A disclosure under subsection (2) (a) must be evidenced in at least one of the following records:
- (a) the minutes of a meeting of directors;
  - (b) a consent resolution of directors;
  - (c) a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society.
- (4) If all of the directors of a society have disclosed under subsection (2)(a) a direct or indirect material interest, described in subsection (1), in a contract, transaction or matter,
- (a) any or all of the directors may, despite subsection (2) (b), vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter, and
  - (b) subsection (2) (c) and (d) does not apply.
- (5) Despite subsection (1), this section does not apply to a director of a society in respect of a contract, transaction or matter that relates to any of the following:
- (a) payment to the director by the society of remuneration for being a director or reimbursement to the director by the society of the director's expenses as described in section 46 of the Act [remuneration and reimbursement of directors];
  - (b) indemnification of or payment to the director under section 64 (1), (2) or (4) of the Act [indemnification and payment of expenses];
  - (c) the purchase or maintenance of insurance, referred to in section 66 of the Act [insurance], for the benefit of the director.

#### Accountability

- 4.16 A director of a society to whom section 4.15 applies must pay to the society an amount equal to any profit made by the director as a consequence of the society entering into or performing a contract or transaction unless
- (a) the director discloses the director's interest in the contract or transaction in accordance with, and otherwise complies with, section 4.15, and, after the disclosure, the contract or transaction is approved by a directors' resolution, or

- (b) the contract or transaction is approved by special resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

## **Part 5 — Officers of the Board of Directors**

### Officers of the Board

- 5.1 (1) There shall be the following Officers of the Board:
- (a) President
  - (b) One or More Vice-Presidents
  - (c) Secretary, and
  - (d) Treasurer
- (2) Other officers may be elected by the Board as it deems expedient from time to time and the Board may confer upon such officers' powers and allot them such duties as the Board considers advisable.

### Election of Officers

- 5.2 The officers of the Society shall be elected annually by the Board from among its number immediately following the annual general meeting and vacancies in any position may be filled by the Board from time to time.

### Role of President

- 5.3 (1) The president shall preside at all meetings of the Society and of the Board.
- (2) The president is the chief executive officer and spokesperson of the Society and has a responsibility to supervise the work of other directors and any staff.
- (3) The president, or person who is presiding at a meeting of the Society or Board, shall have a vote.

### Role of Vice-president(s)

- 5.4 The vice-president(s), during the absence of the president, shall carry out the duties of the president.

### Role of the Secretary

- 5.5 The secretary shall
- (a) issue notices of general meetings and directors' meetings;

- (b) take minutes of general meetings and directors' meetings;
- (c) keep or cause to be kept the register of members;
- (d) file the annual report of the Society and make any other filings with the registrar under the Act.
- (e) perform other duties necessary to comply with the Act.

#### Role of the Treasurer

- 5.6 The treasurer shall
- (a) keep or cause to be kept the financial records, including books of account, necessary to comply with the Act and responsibly manage the finances of the Society;
  - (b) render financial statements to the directors, members and others when required;
  - (c) ensure that all obligations with respect to the financial affairs of the Society are met.

### **Part 6 – Board Committees**

#### Establishment and Mandate

- 6.1 (1) The Board may establish Board committees that have specific responsibilities related to the work of the Board and the Society as outlined in the terms of reference for the committee as approved by the Board.
- (2) There shall be a Finance and Audit Committee of the Board that has responsibility for the oversight and operation of the financial management of the Society as further outlined in its terms of reference.
- (3) Each Board committee shall report on its activities at every meeting of the Board.

#### Chair and Committee members

- 6.2 (1) Each Board committee shall have a Chair as appointed by the President. The Chair is responsible for leading the committee according to its terms of reference and shall preside at committee meetings.
- (2) Every director of the Society shall sit on at least one of the Board committees.
- (3) The membership of each Board committee shall include directors of the Society and may include non-directors. Every non-director member of a committee shall be subject to these bylaws and rules and policies of the society, including duties related to conflicts of interest. The membership of each Board committee shall be approved by the Board.

### **Part 7 – Finance**

#### Financial statements

- 7.1 The Society's financial reporting requirements shall comply with the requirements of the governing body or governing bodies with which the Society is affiliated;
- 7.2 Notwithstanding the requirements of a governing body or governing bodies with which the Society is affiliated, the Society's financial statements shall at least include an annual statement of financial position (balance sheet), statement of operations (income statement), and statement of changes in net assets.
- 7.3 (a) By resolution at a regular Board meeting, the Board shall annually determine to undertake an audit or review engagement of the financial statements by a licensed Chartered Professional Accountant and shall appoint the Chartered Professional Accountant who will undertake the audit or review engagement.

#### Presentation of Financial statements and CPA's report to members

- 7.4 The Society's financial statements and the Chartered Professional Accountant's report shall be presented at the annual meeting of the members. These documents shall be distributed to the membership at least 15 days before the annual general meeting of the members.

#### Board's budget

- 7.5 (1) The Board shall be responsible for approving an annual operational budget of the Society in the first two months of the Society's fiscal year. The budget shall include all proposed fees.
- (2) Debts, liabilities or other obligations shall be incurred or entered into in the name of the Society consistent with the Board approved annual budget.
- (3) The Board shall approve and regularly update financial policies to ensure good financial management of the Society.

#### Borrowing

- 7.6 Subject to the Act, the Board, in conducting the business of the Society, may borrow up to \$50,000 upon the credit of the Society without seeking the prior approval of the membership. Any further amounts borrowed by the Society must be approved by prior special resolution of the membership.

## Signing officers

- 7.7 Signing officers for financial accounts and executing contracts on behalf of the Club shall be a minimum of two (2) directors as approved by the Board.

## Fiscal year

- 7.8 The fiscal year end will be as determined by the Board.

## **Part 8 – Indemnity**

### Indemnity

- 8.1 Every director of the society shall, subject to the Act, be deemed to have assumed office on the express understanding and agreement and condition that every director and alternate director of the Society and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other director or directors in or about the execution of the duties of his, her or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own wilful act or default.

## **Part 9 – Inspection of Records**

- 9.1 Any member in good standing shall be entitled to examine the records of the Society as permitted under the Act, save and except for the minutes of the Board, Board committee meetings and the Society's accounting records, provided five (5) days notice is given to the Secretary. Non-members shall be limited to receiving copies of the report of the Chartered Professional Accountant on the Society's financial statements.

## Part 10 – Dissolution

- 10.1 In the event of dissolution or winding up of the Society, all the remaining assets, after payment of liabilities, shall be distributed to such organization(s) promoting the same objectives as the Society at time of dissolution as determined by the Board. Any assets

that are a result of a Gaming grant by the Province of British Columbia shall be returned to the Province of British Columbia.

**ADD TO CONSTITUTION**

- (f) To ensure a safe, healthy, non-discriminatory, inclusive and fair environment that promotes the wellbeing and welfare of all the Society's members and participants.