

VANCOUVER & DISTRICT BOWLS ASSOCIATION

BYLAWS

Part 1 – Definitions

1. In these bylaws, unless the context otherwise requires:

“**Association**” means the Vancouver & District Bowls Association.

“**Bylaws**” means the bylaws of the Association.

“**Dues**” includes fees, assessment or other similar sum payable by an affiliated club under the Bylaws.

“**Directors**” mean the officers of the Association and directors who are elected or appointed to the Board of Management for the current year.

“**Officers**” includes the President, Past President, Secretary, Treasurer, 1st Vice-President, and 2nd Vice-President who are elected or appointed to the Executive Committee for the current year.

“**Committee**” means any committee appointed by the Board of Management or the membership at a General Meeting.

“**General Meeting**” means the Annual General, Semi-Annual General or Extraordinary General Meeting.

“**Member**” means a bowls club in the Lower Mainland of British Columbia that becomes and remains an affiliated member in accordance with the Bylaws.

“**Representative**” means the President or a nominee of an affiliated club in good standing.

“**Ordinary Resolution**” means a resolution passed in a general meeting by a simple majority of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person.

“**Special Resolution**” means a resolution passed in a general meeting by a majority of not less than 75 % of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person.

“**Bowls BC**” means the provincial organization which represents all affiliated bowls clubs and district/regional associations in British Columbia.

2. Words importing the singular member only shall include the plural and vice versa, and words importing a masculine gender shall include the feminine gender.

Part 2 – Membership

3. Membership shall be open to all properly constituted bowls clubs in the Lower Mainland of British Columbia. Application for membership must include:

- a. Name and address of the club;
- b. Copy of the club's constitution and bylaws;
- c. Total number of members including playing members in the club;
- d. A complete list of the club executive; and
- e. Name and address of the current Secretary of the club.

4. *Membership Approval*

The request for membership as an affiliated club in the Association shall be reviewed and approved by the Board of Management of the Association. The new member shall be provided, without charge, a copy of the Association's Constitution and Bylaws; and a Policies and Procedures Manual.

5. *Membership Fees*

- a. The assessment rate for determining the annual membership fees payable by affiliated clubs shall be set at the Annual General Meeting.
- b. An affiliated club's annual fees shall be based upon the size of the club's current year's membership.
- c. Membership fees shall be paid by the 3rd day of June of the current year, for all playing members registered to that date.
- d. By the 3rd day of September of the current year, the affiliated club shall pay the balance, if any, based on the final number of playing members. There shall be no refund of membership fees.

6. *Duties of Members*

- a. Every member must uphold the Constitution and comply with the Bylaws of the Association.
- b. In order to remain in good standing in the Association, a member shall be in current status with respect to payment of all dues.

7. *Withdrawal, Suspension & Expulsion*

- a. An affiliated club shall have the right to withdraw its affiliation from the Association. However, for a withdrawal to be effective a written notice of withdrawal must be delivered to the Secretary of the Association. Moreover, the club shall be responsible for all membership fees for the year in which the request for withdrawal is received by the Association.
- b. An affiliated club shall cease to be a member of the Association on being expelled or for being delinquent in paying dues within 30 days of due date (that is, the 3rd day of September of the current year).
- c. Any complaint made against an affiliated club must be in writing, signed by the complainant(s) and lodged with the Secretary of the Association, who must present the complaint to the Board of Management at its next meeting.
- d. The Board of Management shall consider the complaint and by a secret vote of not less than seventy five percent (75%) of its members present at any of its meetings may decide to suspend or terminate the Club's affiliation in the Association.
- e. The decision of the Board of Management may be appealed by the affected member (that is, the club). The Board of Management may then reconsider its decision and confirm, amend, or abandon its decision. If confirmed or amended, the affected member (that is, the club) may then appeal the decision to a general meeting where the Association members after considering the matter may grant or disallow the appeal.
- f. An affiliated club may be expelled by a special resolution of the Association members passed at a general meeting provided that:

- i. the notice of special resolution for expulsion together with a brief statement of the reasons for the proposed expulsion is given to the member (that is, the Secretary of the club) at least fourteen (14) days prior to the general meeting; and
- ii. the representative of the club that is the subject of the proposed resolution for expulsion is given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 – Management

8. Composition of the Board of Management

- a. The Board of Management shall be comprised of the Executive Committee and a *maximum of ten* Directors, but *never less than six (6)* Directors.
Nevertheless, no act or proceeding of the Board of Management is invalid by reason of there being less than the prescribed number of directors in office.
- b. The Board of Management must be elected at the Annual General Meeting and shall remain in office until the next Annual General Meeting. Retiring members of the Board of Management shall be eligible for re-election.
- c. Candidates for election to the Board of Management must be members in good standing of an affiliated club of the Association for at least ninety (90) days prior to the election date.
- d. A member of the Board of Management who fails to attend three (3) consecutive meetings duly convened shall, unless a satisfactory reason is provided for the absence, cease to be member of the Board of Management.

9. Mandate of the Board of Management

- a. The Board of Management must take action it deems appropriate to accomplish the purposes of the Association stipulated in the Constitution. Accordingly, the Board of Management shall have the power to:
 - i. Make and enforce rules for conducting Association competitions/tournaments and settling disputes.
 - ii. Oversee the conduct of the affairs of the Association.
 - iii. Ensure that all obligations and duties are fulfilled in accordance with the Bylaws.
- b. Any member of the Board of Management may be removed from office for cause by a vote of not less than seventy five percent (75%) of the remaining members of the Board of Management.
- c. Should a vacancy occur on the Board of Management through resignation or otherwise, the remaining members shall have the power to appoint a member in good standing of an affiliated club of the Association to fill the vacancy for the remaining term of office.

10. Composition of the Executive Committee

The Executive Committee shall be comprised of the following:

- a. The President
- b. The 1st Vice-President
- c. The 2nd Vice-President
- d. The Secretary
- e. The Treasurer
- f. A Past President

11. Mandate of the Executive Committee

The Executive Committee shall have the responsibility and the authority to carry out the day-to-day business affairs of the Association.

a. *Duties of the President*

- i. The President shall be the Chief Executive Officer and shall supervise and guide other officers in the conduct of their duties relating to the affairs of the Association.
- ii. The President must be kept apprised of all activities of the Association.
- iii. The President shall sign all official documents requiring the President's signature.
- iv. The President shall be an ex-officio member of all Committees.
- v. The President shall preside at all meetings of the Association.
- vi. The President shall have no vote at any meeting, but shall have a casting vote in case of a tie.
- vii. The President shall submit a written report to the Annual and Semi-Annual General Meeting.
- viii. The President shall ensure that within two weeks after every Board of Management/Executive Committee Meeting a complete and accurate copy of the minutes of the business transacted, and the Association financial statements presented, at these meetings are circulated to every member of the Board of Management.

b. *Duties of the 1st and 2nd Vice-Presidents*

The 1st and 2nd Vice-Presidents shall assist the President in the performance of duties. In the absence of the President the 1st or the 2nd Vice-President shall assume all the duties of the President. The Vice-Presidents shall submit a written report to the Annual and Semi-Annual General Meeting.

c. *Duties of the Secretary*

The Secretary must do the following:

- i. conduct the correspondence of the Association;
- ii. issue notices of all meetings of the Association and directors;
- iii. keep minutes of all meetings of the Association and directors;
- iv. have custody of all records and documents of the Association except those required to be kept by the Treasurer;
- v. have custody of the common seal of the Association;
- vi. maintain an accurate and complete register of affiliated clubs and the representatives of these clubs; and
- vii. ensure compliance with the reporting requirements under the current *Society Act, R.S.B.C. Chapter 433*.

d. *Duties of the Treasurer*

The Treasurer must

- i. keep the financial records, including books of account, in accordance with generally accepted accounting principles,
- ii. open and maintain account(s) in a Chartered Bank or a Credit Union as authorized by the Board of Management,
- iii. prepare and submit an annual operating budget for approval at the Semi-Annual General Meeting,
- iv. ensure that all monies due and payable to the Association are received and deposited in the Association account(s),
- v. ensure that expenses of the Association are paid only after receiving the appropriate authorization,
- vi. ensure that all payments by cheque, bank draft or any other financial instrument bear two authorized signatures,
- vii. keep records of every transaction affecting the financial position of the Association,
- viii. submit at the Board of Management meetings periodic financial statements (that is, a statement of income and expenditures and a statement of surplus (deficit) for the period, and a balance sheet at the end of the period), and

- ix. provide a complete period-end financial statements (that is, a statement of income and expenditures and a statement of surplus (deficit) for the year, and a balance sheet at the end of the period) to the members at the Annual and Semi-Annual General Meeting of the Association.

12. Director to Bowls BC

The Association, being a district level bowls organization in British Columbia, is entitled to nominate a director to the Bowls BC's Board of Management. The President or one of the directors of the Association shall be nominated to this position at the first meeting of the Board of Management held after each Annual General Meeting of the Association. This position shall also be the *liaison* with Bowls Canada Bowlingrin.

13. Committees

- a. At the first meeting of the Board of Management held after each Annual General Meeting of the Association, the Board of Management must establish standing or ad-hoc committees as it considers necessary to carry out the services or programmes of the Association.
- b. The Board of Management shall approve the terms of reference for all Committees.
- c. The Chairs of all Committees, to be elected from among the directors, shall select their own committee members as necessary.
- d. Committee Chairs shall submit a written report at the Annual and Semi-Annual General Meeting.

Part 4 – Meetings

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members of the Association, or directors, entitled to receive notice shall not invalidate proceedings at that meeting.

14. Board of Management/Executive Committee Meeting

- a. The Board of Management or the Executive Committee meeting shall be convened at the call of the President.
- b. The Secretary shall notify the date, time and place of the meeting to the members or it may be set at the previous meeting.
- c. Questions arising at these meetings must be decided by a majority vote.

15. Semi-Annual General Meeting

- a. The Semi-Annual General Meeting shall be held *before the end of 1st week in April* each year.
- b. The Secretary must give notice in writing at least fourteen (14) days prior to the meeting stating the date, time, place and agenda of the meeting.

16. Annual General Meeting

- a. The Annual General Meeting must be held *before the end of November* each year.
- b. The Secretary must give notice in writing at least fourteen (14) days prior to the meeting stating the date, time, place and agenda of the meeting.

17. Extraordinary General Meeting

- a. An Extraordinary General Meeting may be ordered by the Board of Management.
- b. On the requisition of ten or more of the affiliated clubs in good standing, the Board of Management must convene an Extraordinary General Meeting promptly.
- c. The requisition referred to hereinabove must be in writing, signed by all representatives of the clubs involved, state the purpose of the requested meeting and must be transmitted to the Secretary of the Association twenty one (21) days prior to the meeting.
- d. The Association members shall be given fourteen (14) days written notice stating date, place and time as well as the nature of the business to be transacted.
- e. Only the business specified in the notice may be transacted at an Extraordinary General Meeting.

Part 5 – Quorums

18. A quorum at the Annual, Semi-Annual or Extra Ordinary General Meeting shall be TEN affiliated members in good standing.
19. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting must be 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.
20. Seven (7) directors shall form a quorum for Board of Management meetings.
21. Three (3) officers shall constitute a quorum for Executive Committee meetings.

Part 6 – Voting

22. Each member in good standing shall have ONE VOTE at general meetings of the Association.
23. Each member in good standing is entitled to nominate ONE representative to a general meeting of the Association.
24. Each nominee of an affiliated club in good standing present at the meeting shall have ONE vote to be cast personally on all matters to be decided by a majority vote
25. Voting at general meetings shall be by show of hands, or by secret ballot if so requested by the majority of voting representatives present.
26. Voting on matters concerning expulsions or dismissals of members or officials must be by secret ballot.
27. Voting by *proxy is prohibited*.

Part 7 – Nomination Committee

28. The Board of Management shall appoint, no later than the 15th day of April each year, a Nomination Committee. The Committee shall comprise of the Past President and two directors currently on the Board of Management of the Association. The Committee Chair shall be the said Past President. The Committee shall draw up a list of nominees for the coming year.
29. The Nomination Committee Chair shall place before the Annual General Meeting the names of nominees who have consented to stand for a position as indicated in the nomination form.
30. The Nomination Committee Chair shall conduct the election for all positions, and shall call for further nominations from the floor for each of the positions. Any nominee of an affiliated club in good standing present at the meeting may nominate another member in good standing from any of the affiliated clubs of the Association; provided that the new nominee is present in person at the Annual General Meeting and expresses his/her consent to stand for election.

Part 8 – Association Seal

31. The Board of Management shall provide a common Seal for the Association and may destroy a Seal and substitute a new Seal in its place.
32. The Association Seal must be affixed only when authorized by a resolution of the Board of Management 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, the Secretary or the Treasurer.

Part 9 – General

33. *Membership year*
Membership in the Association shall be on a yearly basis commencing on the *1st of October* and ending on the *30th of September* of the following year.

34. *Financial year*

The financial year of the Association shall be the twelve (12) month period commencing on the 1st of October and ending on the 30th of September of the following year.

35. *Remuneration of Officers and Directors*

No remuneration or honorarium shall be paid.

36. *Expenses*

All reasonable out of pocket expenses incurred by a director in conducting the affairs of the Association shall be reimbursed according to the policy and procedures approved by the Board of Management.

37. *Auditor*

- a. The Board of Management may appoint an auditor.
- b. Upon approval of a resolution passed by a majority of not less than 75 % of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person at a duly convened General Meeting of the Association, the Board of Management shall appoint an auditor without delay.
- c. The auditor's Terms of Reference to be approved by the Board of Management must include :
 - i. the purpose of the audit;
 - ii. the nature and scope of the auditor's work to be carried out; and
 - iii. the recipient of the auditor's report.

38. *Laws of the Sport of Bowls*

The Association shall adopt the Laws of the Sport of Bowls as laid down by the World Bowls subject always to the rules made by the Association's Board of Management.

39. *Changes to Bylaws*

Special Resolution must be passed to effect any changes to the Bylaws. Such a resolution must be passed by a majority of not less than 75 % of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person at a duly convened General Meeting of the Association.

40. *Dissolution of the Association*

- a. The business of the Association shall be carried out without the purpose of gain for individual(s) and any profits or accretions to the Association shall be used for promoting its purposes.
- b. In the event of the winding up or the dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given to one or more charitable organizations registered under the provisions of the *Income Tax Act of Canada* as may be determined by the Board of Management of the Association at the time of winding up or dissolution.
- c. Clauses a. and b. hereinabove are unalterable in accordance with the current *Society Act, R.S.B.C. Chapter 433*.

41. *Rules of Order and Society Act*

All meetings shall be conducted according to the latest version of Robert's Rules of Order, provided that they do not conflict with the Constitution and Bylaws of the Association. Matters not covered in the Constitution and Bylaws of the Association shall be governed by the current *Society Act, R.S.B.C. Chapter 433*

42. *Inspection of Association Records*

The Association records including the books of accounts may be inspected by any member in good standing upon serving a fourteen (14) days notice in writing to the Secretary of the Association.