



SINEAD O'CALLAGHAN

VANCOUVER FASTPITCH ASSOCIATION

BYLAWS

PART 1 - INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) **“directors”** means the directors of the Society for the time being, and **“director”** means any one of them;
 - (b) **“Society”** means the Vancouver Fastpitch Association;
 - (c) **“Societies Act”** means the Societies Act of the Province of British Columbia from time to time in force and all amendments thereto;
 - (d) **“Register”** means the register of members, register of directors or register of officers, as the context requires;
 - (e) **“registered address”** of a member, director or officer means the address of that person as recorded in the Register;
 - (f) **“registered email address”** of a member, director or officer means the email address of that person as recorded in the Register; and
 - (g) the definitions of the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.3 All documents of this Society, including minutes and financial statements, will be kept at the registered and records office of the Society.

PART 2 - MEMBERSHIP

- 2.1 The members of the society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these bylaws and, in either case, having not ceased to be members.
- 2.2 Membership in this Society will be open to parents and/or guardians of children who are playing minor fastpitch in any program or with any team of the Society. Only one parent or guardian per child may be designated as a member. A family or household that has more than one child who is playing minor fastpitch in any program or with any team of the Society may have the same number of members as there are children in the Society's programs or teams.
- 2.3 Subject to bylaws 2.8 and 2.9, a individual who meets the criteria set out in bylaw 2.2 will become a member upon the Society receiving notice of their designation as a member. The individual who is the designated member for a particular child may be changed from time to time by the parents and/or guardians by providing notice to the Society.
- 2.4 The term of membership will be until the start of the next registration year.

- 2.5 The directors have the authority to resolve any disputes or ambiguities regarding membership.
- 2.6 Every member will uphold the constitution and comply with these bylaws.
- 2.7 The amount of the annual membership dues, if any, will be determined by the directors.
- 2.8 A person ceases to be a member of the Society on the first to occur of the following:
- (a) on the receipt of the member's written resignation by the secretary at the secretary's registered address or the secretary's registered email address;
 - (b) on his or her death;
 - (c) on being expelled;
 - (d) on being found by a court as incapable of managing his or her own affairs;
 - (e) on the date the next registration year commences, unless the member's child or dependant registers for a program or a team of the Society in the next registration year;
 - (f) on the date his or her child or dependant no longer plays in a program or on a team of the Society for any reason other than the season coming to an end; or
 - (g) on having been a member not in good standing for a period of 30 consecutive days.
- 2.9 A member may be expelled by a resolution passed by at least two-thirds of the directors at a meeting of the directors, provided:
- (a) the Society sends the member at least seven days' notice of the proposed resolution, including a brief statement of the reason or reasons for the proposed expulsion; and
 - (b) the member who is the subject of the proposed resolution for expulsion is given an opportunity to make written or oral representations before the resolution is put to a vote.
- 2.10 All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him to the society and he or she is not in good standing so long as the debt remains unpaid. For greater certainty, a debt includes any outstanding fees owed to the Society for the child in one of the Society's programs or teams that the member represents.
- 2.11 Membership in the society cannot be transferred.

PART 3 - GENERAL MEETINGS

- 3.1 General meetings of the Society will be held at such time and, if applicable, location, in accordance with the Societies Act, as the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary meeting.
- 3.3 The directors may, whenever they think fit, convene an extraordinary general meeting.

- 3.4 The Society will not give less than seven days written notice of a general meeting to every member shown on the Register the day the notice is given.
- 3.5 Notice of a general meeting must:
- (a) specify the date, time and, if applicable, the location of the meeting;
 - (b) in the case of a notice for an annual general meeting, describe the general nature of any special business (as defined in bylaw 4.1(b)) to be submitted to the meeting;
 - (c) in the case of a notice for an extraordinary general meeting, describe the general nature of the special business (as defined in bylaw 4.1(a)) to be submitted to the meeting;
 - (d) include the text of any special resolution to be submitted to the meeting; and
 - (e) in the case of a general meeting that is an electronic meeting, include instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- 3.6 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 the meeting.
- 3.7 Subject to the Societies Act, the annual general meeting of the Society will be held once in every calendar year at such time and, if applicable, location, as may be determined by the directors.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business at an annual general meeting, except
 - (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 auditors, if required; and
 - (vii) such other business as, under these bylaws, ought to be conducted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 No business, other than election of the chair or the adjournment of the meeting, will be

conducted at any general meeting when a quorum is not present

- 4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum is five members present, or such greater number as the members may determine at a general meeting.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting will 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, provided there are at least three members present.
- 4.6 Subject to bylaw 4.7, the president of the Society, the vice president, or in the absence of both, one of the other directors present, will preside as chair of a general meeting.
- 4.7 The members present will choose one of their number to be chair 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 directors present are unwilling to act as chair.
- 4.8 A general meeting may be adjourned from time to time and, if applicable, from location to location, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- 4.10 Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 No resolution proposed at a meeting need be seconded, and the chair of a meeting may move or propose a resolution.
- 4.12 In case of an equality of votes, the chair will 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 will not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Subject to bylaw 5.8, voting will be by any method that adequately discloses the intention of the members and is approved by the chair of the meeting.
- 4.15 Voting by proxy is not permitted.
- 4.16 Any general meeting may be held, or any member may participate in any general meeting, by telephone or other communications medium as long as all the persons attending the meeting are able to participate in it. All such member so participating in any such meeting will be deemed to be in attendance at the meeting.

- 4.17 If the society holds a general meeting that is not an electronic meeting, the society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting. If the society holds a general meeting that is an electronic meeting, the society must permit and facilitate participation in the meeting by telephone or other communications medium.

PART 5 - DIRECTORS

- 5.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- (a) laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in general meeting' invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.3 The directors shall be comprised of the following directors:
- (a) up to three directors who are elected for a three year term of office, to expire at the conclusion of the third annual general meeting following election; and
 - (b) up to two directors who are elected for a two year term of office, to expire at the conclusion of the second annual general meeting following election.
- 5.4 The directors shall be elected on a staggered basis, such that there is always two directors to be elected at each annual general meeting. If, for any reason, there is a greater number of directors to be elected at an annual general meeting, the directors can determine that one or more of the vacant positions will have a shorter or longer term, in order to maintain the staggered terms of directors.
- 5.5 The directors who are in office when these bylaws take effect will determine the terms of the current directors amongst themselves, so that the terms are on a staggered basis and no director has a term of office of more than three years.
- 5.6 At each annual general meeting, a number of directors equal to the number of directors retiring, plus any vacancies then outstanding will be elected.
- 5.7 Separate elections will be held for each office to be filled.
- 5.8 An election may be by acclamation, otherwise it will be by ballot. If the election is by ballot, the candidates will be elected in order of those candidates receiving the most votes.
- 5.9 The directors may at any time and from time to time appoint a person they think fit as a director to fill a casual vacancy in the directors.
- 5.10 A director appointed under bylaw 5.9 will hold office for the remainder of the term of office of the director they replaced.

- 5.11 No act or proceeding of the directors shall be invalid only by reason of there being fewer than the prescribed number of directors in office.
- 5.12 The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office.
- 5.13 No director will receive any remuneration for being or acting as a director but a director will be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 5.14 The directors will enter into such contracts or trust arrangements on behalf of the Society, and take such other steps as they may deem necessary to enable the Society to receive grants, donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The directors in their sole and absolute discretion may refuse to accept any grants, donations, bequests, trust funds or property.

PART 6 -PROCEEDINGS OF DIRECTORS

- 6.1 The directors may meet together at such places as they think fit for the dispatch of business, and otherwise regulate their meetings and proceedings as they see fit.
- 6.2 The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum will be a majority of the directors then in office.
- 6.3 The president will be chair of all meetings of the directors unless the directors otherwise decide.
- 6.4 A director may at any time, and the secretary on the request of a director will, convene a meeting of the directors.
- 6.5 A director may participate in any meeting of the directors by means of such conference telephone or other electronic communications facilities as permit all directors participating in the meeting to hear one other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 6.6 The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
- 6.7 A committee so formed in the exercise of the powers so delegated will conform to any rules that may from time to time be imposed on it by the directors, and will report every act or thing done in exercise of those powers to the directors.
- 6.8 Subject to directions of the directors , the committee will determine its own procedure.
- 6.9 The members of a committee may meet and adjourn as they think proper.
- 6.10 Questions arising at any meeting of the directors and committee of directors will be decided by a majority of votes.
- 6.11 No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chair of a meeting may move or propose a resolution.
- 6.12 A resolution in writing, signed by all the directors, originally or by email, and placed with

the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

6.13 Directors will

- (a) act honestly and in good faith and in the best interest of the Society; and
- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the directors.

6.14 A director who is directly or indirectly interested in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of his or her interest to each of the other directors and otherwise comply with the requirements of the Societies Act.

PART 7 - OFFICERS

7.1 After each annual general meeting the directors will elect from among themselves a president, a vice-president, a treasurer and a secretary, and, from among the directors or the members, such other officers as they see fit, all of whom will hold office until their successors are duly elected, subject to removal from office by the directors at any time with or without cause and with or without notice.

7.2 The president is the chief executive officer of the Society and will:

- (a) preside at all meetings of the Society and of the directors;
- (b) supervise the other officers in the execution of their duties;
- (c) apply and enforce all bylaws and rules of the Society;
- (d) appoint a director to all committees, if any;
- (e) be responsible for the approval of all accounts, bills, or commitments against the Society before payment, acceptance or delivery.
- (f) be empowered to make decisions on any single emergency expenditure of funds, in accordance with any policies adopted by the directors;
- (g) watch over the assets and records of the Society;
- (h) perform such other acts and duties as may be incident to his or her office and may properly be required of him or her by the directors;
- (i) sign the minutes of all meetings of the directors; and
- (j) delegate any of his or her duties that he or she deems expedient in his or her sole discretion.

7.3 The vice president will carry out the duties of the vice president, and in the absence or disability of the president, will act as president.

7.4 The secretary will

- (a) conduct the correspondence of the Society;

- (b) keep minutes of all meetings of the society and directors;
- (c) have custody of all records and documents of the Society except those required to be kept by the treasurer or Registrar;
- (d) have custody of the common seal of the Society;

7.5 The treasurer will

- (a) keep such financial records, including books of accounts as are necessary to comply with the Societies Act;
- (b) receive monies paid to the Society other than registration fees;
- (c) be responsible for the deposit of all instruments into whatever bank the board may order;
- (d) render financial statements to the directors, members and others when required; and
- (e) prepare for submission to the annual meetings a statement of the financial position of the society.

7.6 The offices of secretary and treasurer may be held by one person who will be known as the secretary-treasurer.

7.7 Other officers, if any, will perform such duties as the directors or members decide.

7.8 The directors or members may add additional duties to those of any director or officer, or transfer duties among directors or officers.

7.9 In the absence of the secretary from a meeting the directors will appoint another person to act as secretary of the meeting.

PART 8 - SEAL

8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The common seal will be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

PART 9 - BORROWING

9.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

9.2 No debenture will be issued without the sanction of a special resolution.

9.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

PART 10 - AUDITORS

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor will be appointed by the directors who will also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the Society will appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor will be informed forthwith in writing of appointment or removal.
- 10.6 No director and no employee of the Society will be auditor.
- 10.7 The auditor may attend general meetings.

PART 11- NOTICE TO MEMBERS

- 11.1 Unless the Societies Act or these bylaws provide otherwise, a notice or other communication (“**Notice**”) required or permitted by the Societies Act or these bylaws to be given must be in writing and may be given by any of the following methods:
 - (a) mail addressed to the member’s, director’s or officer’s registered address, and in any other case, the mailing address of the intended recipient;
 - (b) delivery to the member’s, director’s or officer’s registered address, and in any other case, the delivery address of the intended recipient; or
 - (c) unless the intended recipient is the auditor of the Society, an email addressed to the member’s, director’s or officer’s registered email address, and in any other case, the email address of the intended recipient.
- 11.2 A Notice that is given by:
 - (a) mail is deemed to be received on the 3rd business day following the date of mailing, but such notice will only be effective when actually received if between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs; and
 - (b) an email is deemed to be received on the day that it was transmitted.
- 11.3 A certificate signed by the secretary, if any, or other officer of the Society or any other person performing the duties of secretary on behalf of the Society stating that a Notice was sent in accordance with bylaw 11.1 is conclusive evidence of that fact.
- 11.4 If on two consecutive occasions, a Notice is sent to a member pursuant to bylaw 11.1 and on each of those occasions any such Notice is returned because the member cannot be located, the Society shall not be required to send any further Notices to the member until the member informs the Society in writing of his or her new address.
- 11.5 Notice of a general meeting will be given to:

- (a) every member in good standing shown on the Register on the day notice is given, and
- (b) the auditor, if Part 10 applies.

11.6 No other person is entitled to receive a notice of general meeting.

PART 12 - BYLAWS

12.1 These bylaws will not be altered or added to except by special resolution.

PART 13 - FORMER CONSTITUTIONAL PARAGRAPHS 3 TO 6

- 13.1 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities will be given or transferred to such organization or organizations concerned with the same programs or organizations promoting the same purposes of this Society as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds will be given or transferred to some other organization, provided however that such organization referred to in this paragraph will be a charitable organization, a charitable corporation, or a charitable trust recognized by the Canada Revenue Agency department as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
- 13.2 The purposes of the Society will be carried out without purpose of gain for its members, and any profits or other accretions to the Society will be used for promoting its purposes, and all of the above purposes will be carried out on an exclusively charitable basis.
- 13.3 No director or officers will be remunerated for being or acting as a director or officers, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaging in the affairs of the Society.