

# VICTORIA WEST LAWN BOWLING CLUB

## DRAFT CONSTITUTION & BYLAWS

### CONSTITUTION

1. **NAME:** The Name of the Society is: “Victoria West Lawn Bowling Club” hereinafter referred to as “the Club”.
2. **PURPOSE:** The purpose of the society shall be to safely support, facilitate and promote the Game of Lawn Bowling and other activities of the Club to encourage and maintain friendly participation among the members to foster strong relations within the community, and to maintain the greens, grounds and buildings in good condition.

# BYLAWS

## 1. INTERPRETATION:

In these Bylaws, unless the context otherwise requires:

- a. “Society” means the Victoria West Lawn Bowling Club (“the Club”).
- b. “Society Act” means the BC Societies Act (SBC 2015) Chapter 18, and in force at the time of incorporation and all amendments to it.
- c. These Bylaws mean these Bylaws of the Club in effect at the time of incorporation and all amendments to it.
- d. “Directors” mean the Directors of the Club.
- e. “Meetings” mean the following:
  - i. “General Meeting” is the periodic business meetings (Special, Annual and Semi-Annual) of the Membership referred to in item #16 of these Bylaws;
  - ii. “Executive Meeting” is a meeting of Directors to manage and administer the affairs of the Club as referred to in Items #9, #10, #11, and #12 of these Bylaws.
- f. With the above exceptions, the definitions in the Society Act on the date these Bylaws become effective shall apply to these Bylaws.

## 2 REGISTERED OFFICE:

The Registered Office shall be: Attention Secretary, 100 – 180 Wilson Street, Box 45009, Westside PO, Victoria, BC, V9A 0C3

### **3. AFFILIATION:**

The Club shall be affiliated with the Bowls South Island (BSI), the BC Lawn Bowling Association, and any relevant Lawn Bowling associations. The rules of the game are laid down by the BC Bowls Association, Bowls Canada Boulingrin and the World Bowls regulations shall govern all Club games and matches, subject always to special rules made and posted by the Games Committee.

### **4. CLUB COLOURS:**

The Club Colours shall be green and white.

### **5. MEMBERSHIP:**

a. Club membership is open to those who wish to participate in lawn bowls and other activities of the Club and whose Application has been approved. All members have deemed to have subscribed to the Constitution, Bylaws and Policies of the Club. The Membership application process is outlined in the Club's Policy Guidelines and adheres to the Privacy of Information Act (PIPA, 2004)

b. Life Members shall be chosen from persons who are long standing members and whom have made outstanding contributions to the Club. Appointment(s) must be approved by a majority vote at a General Meeting. Life Members shall have the same voting rights as Full Members.

c. Full Members shall be persons who pay a Full Member's annual fee. They shall be eligible for holding office within the limits set out under "Directors of the Club". They will be able to vote on all motions at a General Meeting.

d. Social Members shall be persons who pay a set fee for access to the Clubhouse and other activities held within.

e. No member shall receive remuneration for service provided to the Club. Expenses incurred on Club business will be reimbursed subject to prior approval by the Executive Committee.

## **6. PRIVILEGES AND BEHAVIOUR OF FULL MEMBERSHIP:**

a. All members in good standing shall enjoy the full privileges of the green and Clubhouse, and other such privileges as may be determined from time to time.

b. Voting rights are for Full Members only and only Full Members in good standing may vote at any meetings of the Club.

c. Proper behaviour:

All members are required to conduct themselves in a proper manner in the Clubhouse, the green, and on the grounds. The Club adheres to Safe Sport rules as set by Bowls Canada Boulingin, and the definitions and processes outlined in the BC Universal Code of Conduct (BCUCC), as directed by BC Bowls. A review will be conducted in accordance with the Club's Policy and Procedure Manual.

Complaints by members must be sent to the Club Secretary in writing. Consistent and fair administering of a policy to address complaints will follow the process set out in Club Policies.

A Director of the Club whose behaviour has been considered detrimental to the Society may be removed from office by a simple majority vote of the Full Members at a General or Special Meeting, provided that before taking any such disciplinary action, the Executive Committee shall give the member an opportunity to make a submission to the Executive Committee who will follow the Club's Policy and Procedures Manual as to the matter of the complaint filed.

d. A Club Member may resign Membership in the Club at any time by giving notice in writing or verbally to any of the Directors of the Club, and shall continue to be liable for any unpaid dues at the time of resignation. All rights or claims upon the Club or its property or funds, as would have been the case by reason of Membership, shall be forfeited effective the date of resignation.

e. The books and records of the Club will be subject to the Club's Freedom of information and Privacy Policies and Procedures that is based on BC Personal Information and Protection Act, 2004 (PIPA). The books and records may be inspected at the Clubhouse by any member in good standing on seven (7) days' notice in writing, given to the Secretary stating the time at which the inspection is requested, and which specific books and records are requested for inspection.

## **7. ANNUAL FEES:**

a. Life Members shall not be required to pay a fee.

b. Full Members and Social Members shall pay the fee set out at the Annual General Meeting and passed with a simple majority of those in attendance.

## **8. FISCAL YEAR:**

The Fiscal Year shall end on September 30<sup>th</sup>.

## **9. DIRECTORS OF THE CLUB:**

Shall consist of:

a. President, Past President, Vice-President, 2<sup>nd</sup> Vice-President, Treasurer and Secretary.

- b. The Directors by virtue of their appointment become members of the Executive Committee.
- c. The Directors shall hold offices for 2 years at which time they may seek re-election or resign.
- d. The Directors shall be eligible for re-election.
- e. A vacancy in the office of President shall be filled by the Vice-President until this term is ended.
- f. The Executive shall have the authority to appoint a Full Member to any position not filled by the election at the AGM or to positions vacated by an Executive member. Such appointments will be subject to ratification by a simple majority vote of the eligible members present at the next called General Meeting.
- g. Directors shall be Full members and elected by a simple majority vote at a General Meeting.
- h. Two Members-at-Large may be appointed by the Directors. They may be chosen from the Full Membership List and are non-voting members.

## **10. DUTIES OF DIRECTORS:**

A Director, when exercising the powers and performing the functions of a Director of the Club must always act with a view to the purposes of the Club and:

- a. Act honestly and in good faith with a view to the best interests of the Club.
- b. Exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.
- c. Act in accordance with the BC Societies Act and the Constitution and Bylaws of the Club.

## **11. ROLE OF DIRECTORS:**

### **A. President shall:**

- a. Act as Chairperson of the Executive Committee; have general supervision of the affairs of the Club; be an Ex-Officio Member of all Club Committees.
- b. At the President's discretion, exercise the right to a casting vote. Preside at all General and Directors' meetings. In the President's absence these duties will be undertaken by the Vice-President. In the absence of both Directors the President's duties shall be taken over by the 2<sup>nd</sup> Vice-President.
- c. Have all signing privileges of the Club.
- d. File with the Registrar of BC Societies the necessary documents as required to comply with the BC Societies Act.

### **B. Past President shall:**

- a. Convene a Nominating Committee to fill absent Executive Committee Positions.
- b. Assist the Executive Committee as needs be.

### **C. Vice-President shall:**

- a. Assist the President and Executive Committee in all duties of the Club and be an Ex-Officio Member of all Club activities.
- b. May have signing privileges for the Club.

**D. 2<sup>nd</sup> Vice-President shall:**

Assist the President and Executive Committee in all duties of the Club.

**E. Treasurer shall:**

- a. Receive all fees and monies due to the Club including managing the petty cash fund.
- b. Prepare all financial statements in accordance with BC Societies Act.
- c. Arrange for the Treasurer's books to be at all times available for and subject to the inspection of the Executive Committee and the Auditor.
- d. Have all signing privileges for the Club.
- e. Ensure that two signatures be required on all cheques, one of which should be the Treasurer's and the other be the President's, Vice-President's, or the Secretary's signature.
- f. Pay all the legitimate expenses of the Club, and maintain receipts and bank records.

**F. Secretary shall:**

- a. Keep an accurate report of the proceedings of all meetings of the Club and the Executive Committee. Have custody of all records and documents, notify members of all meetings, and generally perform the duties pertaining to the Office of the Secretary.
- b. Have signing privileges for the Club.
- c. Be the Privacy Administrator for the Club in accordance with BC's Personal Information and Protection Act.

## **12. Administration of the Club:**

The affairs and business of the Club shall be administered and controlled by a Committee called the “Executive Committee”.

- A. The Executive shall be formed as follows:
  - a. President
  - b. Past President
  - c. Vice-President
  - d. 2<sup>nd</sup> Vice-President
  - e. Treasurer
  - f. Secretary
  - g. May include two non-voting Members-at-Large.
- B. A quorum of the Executive Committee shall be a simple majority of the Executive Members, but excluding the non-voting Members-at-Large.
- C. The Executive Committee shall be fully responsible for the management and control of the affairs, property, and funds of the Club. Any expenditure of \$10,000 or more must be approved by the Membership at a General or Special Meeting.
- D. The Executive Committee shall be empowered to make final decisions regarding:
  - a. Employment and wages of the green-keeper.
  - b. Ensure the day-to-day operation of the Club including purchasing materials and authorizing repairs to buildings, equipment or green.
- E. All minutes of the Executive Committee shall be posted in the Clubhouse.
- F. The Executive Committee shall meet at the call of the President.

G. The Executive Committee may in addition to regular meetings, conduct urgent business by an Electronic Vote. An Electronic Vote may be initiated by any Director in the form of a motion with a seconder, and a deadline for response sent by email to all Directors. All such Electronic Votes shall be recorded in the Minutes of the next meeting of the Executive.

### **13. LIMITATION of LIABILITY:**

A Director or Member-at-Large or Volunteer(s) of the Club has complied with their duties in accordance with the BC Societies Act and the Constitution and Bylaws of the Club, if they, reasonably and in good faith, relied on any of the following:

- a. Has been delegated duties by the Executive and who acts honestly and in good faith is not personally liable because of anything done or omitted in the exercise or intended exercise of any power or the performance or intended performance of any duty of the Executive Committee.
- b. Will be indemnified and saved harmless by the Club against any and all liability and costs for any acts or omissions while they were carrying out their duties as a Member of the Executive Committee, or Member-at-Large or Volunteer.

Further to the above, there is no indemnity and nothing in a contract or the Constitution or Bylaws of the Club that relieves a Director or a Member-at-Large, or a Volunteer from:

- a. The duty to act in accordance with the BC Societies Act, and the Constitution and Bylaws of the Club.
- b. Liability that by any enactment or rule of law or equity, would otherwise attach to a Director or a Member-at-Large or Volunteer in respect of willful misconduct,

default, breach of trust, gross negligence or wrongful exercise of authority in the performance of their duties in relation to the Club.

#### **14. BORROWING POWER AND INVESTED FUNDS:**

The Club may exercise any borrowing powers conferred upon it by the BC Societies Act with the approval of a simple majority of the Executive Committee holding office at the time.

The Club Members may, by Special Resolution, restrict the borrowing powers of the Executive Committee, but the restriction imposed expires at the next Annual General Meeting, or a Special Meeting called for the purpose.

Deletions or additions to Invested Funds must be authorized by a simple majority vote at an Annual or Semi-Annual General Meeting. This Bylaw does not include the short-term investment of operating funds approved by the Executive Committee.

#### **15. AUDITOR:**

An Auditor or acceptable alternative shall be appointed annually who shall examine the Treasurer's books, present a written report and recommendations to the Executive Committee prior to the Annual General Meeting and sign the Annual Financial Report to be presented at the Annual General Meeting. The Auditor should attend in person the Annual General Meeting. If the auditor cannot attend the Annual General Meeting, the President will read the Report to the members present. The Auditor must follow the provisions outlined in the BC Societies Act.

## **16. GENERAL MEETINGS:**

- a. The Annual General Meeting shall be held at the Clubhouse no later than thirty (30) days following the end of the fiscal year. The date is to be set by the President.
- b. The Directors must present to the Members at each Annual General Meeting financial statements prepared in accordance with BC Societies Act; and the Auditor's Report on those financial statements.
- c. The Semi-Annual General Meeting shall be held in March of each year. The date is to be set by the President.
- d. A Special General Meeting of the Club may be called at any time and any place by the Executive Committee. A Special General Meeting shall be called on receiving a requisition signed by 10% or more of the Voting Members of the Club. It shall be possible at any Special General Meeting to transact business other than for which the meeting has been called, provided 25% of the Membership is present.
- e. The Secretary shall notify all Full Members of a Special Meeting at least fourteen (14) days prior to the date of the meeting, and thirty (30) days prior to a General Meeting.
- f. A Quorum shall consist of 25% of the Full Membership, but not less than 10 persons.
- g. If a General Meeting is adjourned to a later date because a Quorum is not present, and if, at the continuation of the adjourned meeting, a Quorum is again not present, the Voting Members present constitute a Quorum for the purpose of that meeting.

## **17. AMENDMENTS:**

This Constitution and Bylaws shall not be amended except at a General Meeting or Special Meeting called for such purpose. Each Full Member shall be given proper notice of such meeting and such notice has clearly stated the purposed amendment(s) in writing to be presented at the meeting. Furthermore, no amendment thus made shall be effective until it has been submitted to the provincial Ministry of Finance and Corporate Relations.

## **18. DISSOLUTION:**

The Club may be dissolved by Special Resolution at a General or Special Meeting of the members convened in accordance with the provisions of Bylaw 16. The resolution will determine the time and manner of the dissolution and the manner of disposition of the assets of the Club after payment of all liabilities (this is an Unalterable Provision – amendment 30<sup>th</sup> March 2001). This Special Resolution requires a simple majority of such members entitled to vote as are present in person at a General or Special Meeting, of which notice of specifying the intention to propose the resolution has been duly given in accordance with the provisions of Bylaw 16.