

## Form 3

### *SOCIETY ACT*

### CONSTITUTION

1. The name of the Society is New Westminster Minor Lacrosse Association
2. The purposes of the Society are:
  - a) To promote, teach and perpetuate the game of lacrosse;
  - b) To organize and administer the operation of minor lacrosse in the City of New Westminster;
  - c) To encourage sportsmanship and emphasize fair play at all times;
  - d) To encourage respect for players, officials and spectators;
  - e) To develop community spirit;
  - f) To collect and raise funds, to apply for grants, to accept gifts and bequests, and to collect monies by way of fees, donations, projects and activities to further the objectives of the Society; and
  - g) To operate exclusively for charitable purposes.
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
4. No part of the income of the Society shall be payable to or be otherwise available for the personal benefit of any member, Director or Officer.
5. No Director or Officer of the Society shall be remunerated for being or acting as Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
6. The objects referred to in paragraph 2 will be limited to the sole purposes and objects of a register Canadian charitable organization as described in the *Income Tax Act* (Canada).
7. Upon winding-up or dissolution of the Society, the assets remaining after the payments of all costs, and expenses properly incurred in the winding-up, including the remuneration of a liquidator and after payment to the employees of the Society of any arrears of salaries or wages and after the payment of any other debts of the Society, shall be distributed to the New Westminster Firefighter's Charitable Society, or if that Society is no longer in existence, then the British Columbia Lacrosse Association, or if that Society is no longer in existence, then a charitable organization (or organizations) in Canada, registered under the provisions of the *Income Tax Act* (Canada) having a similar charitable purpose which shall be designated by the Board of Directors.

8. Clauses 3, 4, 5, 6 and 7 of this Constitution, including this clause, are unalterable in accordance with the *Society Act*.

## By-Laws

### **Part 1 – Interpretation**

- 1.1 In these by-laws, unless the context otherwise requires:
- a) “Directors” means the Directors of the Society for the time being;
  - b) “*Societies Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - c) “registered address” of a member means his or her address as recorded in the Register of Members.
- 1.2 The definitions in the *Societies Act* on the date these by-laws become effective apply to these by-laws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### **Part 2 – Membership**

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
- 2.3 Parents or guardians of boys and girls who are registered with the New Westminster Minor Lacrosse Association shall be members of the Society. All coaches, managers and referees involved in the New Westminster Minor Lacrosse Association shall be members of the Society.
- 2.4 Every member shall uphold the Constitution and comply with these by-laws.
- 2.5 The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the Annual General Meeting of the Society.

- 2.6 A person shall cease to be a member of the Society:
- a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - b) when the member no longer has a child registered in the New Westminster Minor Lacrosse Association or upon the conclusion of the playing season of the member's child in the New Westminster Minor Lacrosse Association;
  - c) on his or her death or in the case of a corporation on its dissolutions;
  - d) on being expelled; or
  - e) on having been a member not in good standing for 12 consecutive months.
- 2.7 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.8 A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.9 A 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.
- 2.10 All members are in good standing except any member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meeting of Members**

- 3.1 General meetings of the Society shall be held at a time and place, in accordance with the *Societies Act*, that the Directors decide.
- 3.2 Every general meeting, other than an Annual General Meeting, is a special general meeting.
- 3.3 The Directors may, when they think fit, convene a special general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
- 3.5 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.
- 3.6 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an Annual General Meeting shall be held at least once in every calendar year not more than 15 months after the holding of the last preceding Annual General Meeting.

## Part 4 – Proceedings at General Meetings

- 4.1 Special business is:
- a) All business at a special general meeting except the adoption of rules of order; and
  - b) All business transacted at an Annual General Meeting, except:
    - i) the adoption of rules or 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 auditor, if required; and
    - vii) any other business that, under these by-laws, ought to be transacted 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 the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum shall be 10 members present or a greater number that 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, if convened on the requisition of members, 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.6 Subject to by-law 4.7 the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.
- 4.7 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 other Directors present are unwilling to act as chairman,
- the members present shall choose one of their number to be chairman.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall 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 shall be given as in the case of the original meeting.
- 4.10 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 4.12 In case of a tie vote, the chair shall 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 shall not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting is by show of hands.
- 4.15 Voting by proxy is not permitted.
- 4.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

## **Part 5 Directors and Officers**

- 5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws, or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:
  - a) all laws affecting the Society;
  - b) these by-laws; and
  - c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a 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 following Officers shall be selected from the Directors elected at each Annual General Meeting of the Society:
  - a) President
  - b) 1<sup>st</sup> Vice President – Box;

- c) 2<sup>nd</sup> Vice President – Field;
- d) 3<sup>rd</sup> Vice President – Equipment – Box and Field;
- e) 4<sup>th</sup> Vice President - Scheduling, Box and Field;
- f) 5<sup>th</sup> Vice President – Girls Lacrosse;
- g) Secretary;
- h) Treasurer;
- i) Registrar.

- 5.4 Separate elections shall be held for each elected Office to be filled.
- 5.5 An election may be by acclamation, otherwise it shall be by ballot.
- 5.6 If no successor is elected, the person previously elected or appointed may continue to hold office.
- 5.7 The Directors of the Society may delegate any of their responsibilities to an Executive Committee of the Society.
- 5.8 The Directors of the Society shall be the elected Officers together with the immediate past President of the Society and the number of Directors shall be nine or such other number as determined from time to time at a general meeting.
- 5.9 The Directors and Officers shall retire from office at each Annual General Meeting when their successors shall be elected.
- 5.10 The Directors may at any time and from time to time appoint a member as an elected Officer and Director to fill a vacancy occurring between Annual General Meetings.
- 5.11 A Director and Officer so appointed holds office only until the next Annual General Meeting of the Society, but he or she will be eligible for re-election at that meeting.
- 5.12 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 5.13 The member may by special resolution remove a Director before the expiration of his or term of office, and may elect a successor to complete the term of office.
- 5.14 Directors and Officers must not be remunerated for being or acting as a Directors or Officers, but must be reimbursed for all expenses necessarily and reasonably incurred by the Director or Officer while engaged in the affairs of the Society.

## **Part 6 – Proceedings of Directors**

- 6.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- 6.3 The President shall be chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chair; but if neither is present the Directors present may choose one of their number to be chair at that meeting.
- 6.4 A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.
- 6.5 The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.
- 6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 6.7 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 6.8 The members of a committee may meet and adjourn as they think proper.
- 6.9 For the first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 6.10 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - a) no notice of meeting of Directors shall be sent to that Director; and
  - b) any and all meetings of Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 6.11 Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

- 6.12 In case of an equality of votes the chair does not have a second or casting vote.
- 6.13 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.14 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

## **Part 7- Duties of Officers**

- 7.1 The President shall:
- a) preside at all meetings of the Society and of the Directors;
  - b) supervise the other Officers in the execution of their duties, and supervise the general operation of the Society;
  - c) be a member of all committees and must be notified as to the time and place of each meeting;
  - d) be a signing Officer for the Society;
  - e) appoint auditors to examine the Society's accounting records as required;
  - f) be a delegate to the governing Provincial Society Annual Meeting;
  - g) be a delegate and/or shall appoint delegates from the Executive Committee to attend Lower Mainland Commission, Minor Directorate, Pacific Field Lacrosse League and British Columbia Lacrosse Association meetings where required; and
  - h) have the power, subject to the approval of the Executive Committee, to replace any elected or appointed member whom he/she feels is not fulfilling his/her duties.
- 7.2 The Past President shall:
- a) be an assistant to the President as long as he/she holds office;
  - b) ensure that all records of the Society are transferred to the new Executive Committee following the Annual General Meeting;
  - c) ensure that all business pertaining to the retiring Executive Committee has been dealt with and transferred to the new Executive Committee as the case may be; and
  - d) play a supporting role to the Executive Committee to ensure continuity and carry out duties as agreed to with the Executive Committee.
- 7.3 The 1<sup>st</sup> Vice –President – Box Lacrosse shall:
- a) supervise the general operation of the box lacrosse discipline for the Society;
  - b) be an assistant to the President with respect to box lacrosse;
  - c) fulfill all duties of the President in his or her absence;

- d) make recommendations to the Executive Committee for the positions of Head Coach and Head Referee, complete with resume, for ratification by the Executive Committee; and
- e) be a signing Officer for the Society.

7.4 The 2<sup>nd</sup> Vice-President – Field Lacrosse shall:

- a) supervise the general operation of the field lacrosse discipline for the Society;
- b) be an assistant to the President with respect to field lacrosse;
- c) fulfill all duties of the President in the absence of the President and 1<sup>st</sup> Vice-President ;
- d) make recommendations to the Executive Committee for the positions of Head Coach and Head Referee, complete with resume, for ratification by the Executive Committee; and
- e) be a signing Officer for the Society.

7.5 The 3<sup>rd</sup> Vice –President – Equipment shall:

- a) assist the President where required;
- b) fulfill the duties of the President in the absence of the President, 1<sup>st</sup> Vice –President, 2<sup>nd</sup> Vice-President
- c) be the equipment manager for the Society and as such shall:
  - i. allocate equipment to the teams;
  - ii. arrange for maintenance, repair and storage of all equipment owned by the Society;
  - iii. issue goal equipment to each team;
  - iv. keep an accurate record of all equipment owned by the Society and furnish an Annual Report of same or at any time on the request from the Executive Committee; and
  - v. maintain first aid supplies and distribute to each team.

7.6 The 4<sup>th</sup> Vice-President – Scheduling, Box and Field shall:

- a) assist the President where required;
- b) be responsible for co-ordinating schedules for all divisions submitted by the respective leagues;
- c) be responsible for appointing box, arena and field allocators as required;
- d) be responsible for ensuring that all game and practice times at Society facilities has been allocated as follows:
  - i. abiding by the applicable league rules;
  - ii. adhering to age and caliber concepts (ie Midget A1 will select home game slot prior to Midget B and Bantam A1 etc.)
  - iii. working with coaches; and
- e) be the liaison with New Westminster Parks and Recreation.

- 7.7 The 5<sup>th</sup> Vice-President – Girls Lacrosse shall:
- a. Supervise the general operation of the girl's lacrosse discipline for the Society
  - b. Be an assistant to the President with respect to girl's lacrosse
  - c. Make recommendations to the *Executive Committee* for the positions of Head Coach and Head Referee, complete with resume, for ratification by the *Executive Committee*
- 7.8 The Secretary shall:
- a) conduct the correspondence of the Society;
  - b) issue notices of meetings of the Society and Directors;
  - c) keep minutes of all meetings of the Society and Directors;
  - d) have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
  - e) have custody of the common seal of the Society;
  - f) maintain the register of members;
  - g) appoint an assistant with the approval of the Executive Committee; and
  - h) be a signing Officer of the Society.
- 7.9 The Treasurer shall:
- a) keep the financial records, including books of account, necessary to comply with the *Society Act*;
  - b) render financial statements to the Directors, members and others when required;
  - c) be responsible for all Society banking;
  - d) be a signing Officer for the Society; and
  - e) be responsible for submitting and monitoring all grant and fund raising applications applicable to the Society as a whole.
- 7.10 The Registrar – Box and/or Field shall:
- a) maintain play file records;
  - b) be responsible for coordinating initial registration at the beginning of each season;
  - c) schedule registration days as dictated by the Executive Committee;
  - d) keep a file of all birth certificates of registered members;
  - e) be responsible for submitting team registration forms to the British Columbia Lacrosse Association;
  - f) keep an accurate record of all players, coaches and manager of the Society; and
  - g) be responsible for obtaining registration forms and directories from the British Columbia Lacrosse Association's office.

- 7.11 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at 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 must 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 the manner they decide and, in particular but without limiting the foregoing, by the issue of debenture.
- 9.2 No debenture must 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 imposed expires at the next Annual General Meeting.

### **Part 10 – Auditor**

- 10.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 10.3 At each Annual General Meeting the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of appointment or removal.
- 10.6 A Director or employee of the Society must not be its auditor.
- 10.7 The auditor may attend general meetings.

## **Part 11 – Notices to Members**

- 11.1 Notice of any annual, general or extraordinary meeting may be given of a member:
- a) Personally;
  - b) by prepaid mail to the last address provided to the Society, in which case it shall be deemed to be delivered, if posted in B.C. prior to the last posted mail pickup time, on the third day (excluding Saturdays, Sundays and holidays) after mailing;
  - c) by fax to the last fax address (if any) provided to the Society;
  - d) by email to the last email address (if any) provided to the Society;
  - e) by posting notice of the meeting on the Society's website; or
  - f) by advertising the meeting in any newspaper circulating in the City of New Westminster.
- 11.2 Notice other than a posting on the website or advertising in any local newspaper of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given; and
  - b) the auditor, if Part 10 applies
- 11.3 No other person is entitled to receive a notice of general meeting.

## **Part 12 – By-laws**

- 12.1 On being admitted to membership, each member is entitled to and the Society must give him/her, without charge, a copy of the Constitution and By-laws of the Society.
- 12.2 These by-laws must not be altered or added to except by special resolution.
- 12.3 Recommendations for amendments to the Constitution and By-laws shall be submitted to the Secretary of the Society in writing 30 days prior to the Annual General Meeting. All recommendations brought to the floor in the form of a motion must carry a special resolution vote of those attending the Annual General Meeting to pass.

## **Part 13 – Dissolution**

- 13.1 Upon winding up or dissolution of New Westminster Minor Lacrosse Association the asset which remain after all cost, charges and expenses which are properly incurred in the winding up shall be distributed to the New Westminster Firefighter's Charitable Society, or if that Society is no

longer in existence, then the British Columbia Lacrosse Association, or if that association is no longer in existence then such other charitable organization or organizations in British Columbia having a similar charitable purpose.