

Form 3 - SOCIETY ACT CONSTITUTION

- The name of the Society is New Westminster Minor Lacrosse Association

- 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.

BY-LAWS

Part 1 – Definitions and Interpretation

Definitions

1.1. In these by-laws:

"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 altered from time to time.

Definitions in Act apply

1.2. The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for Membership

2.1. A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2. Parents or guardians of players registered with the New Westminster Minor Lacrosse Association shall be members of the Society. All coaches, managers, referees and volunteers over the age of 19 involved in the New Westminster Minor Lacrosse Association shall be members of the Society.

Duties of Members

2.3. Every member shall uphold the Constitution and comply with these by-laws.

Amount of Membership Dues

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

Members not in good standing

2.5. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6. A voting member who is not in good standing

- a) May not vote at a general meeting, and
- b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.7. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.8. A member may be expelled by a special resolution of the members passed at a general meeting.

2.9. A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- 2.10. 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.

Part 3 – General Meeting of Members

Time and place of general meeting

- 3.1. A general meeting must be held at the time and place (physical and/or virtual) the Board determines.
- 3.2. 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.

Ordinary business at a general meeting

- 3.3. At a 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;
 - e) Appointment of an auditor, if any;
 - f) Business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.4. A notice of a general meeting must state 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.

Chair of the general meeting

- 3.5. The following individual is entitled to preside as the chair of a general meeting:
- a) The individual, if any, appointed by the Board to preside as the chair
 - b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (a) the president,
 - (b) a vice-president, if the president is unable to preside as the chair, or
 - (c) one of the other directors in attendance at the meeting, if both the president a vice-president are unable to preside as the chair.

Alternate chair of a general meeting

- 3.6. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.7. 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.

Quorum required

- 3.8. 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

- 3.9. The quorum for the transaction of business at a general meeting shall be 10 members present or a greater number that the members may determine at a general meeting.

Lack of quorum at commencement of meeting

- 3.10. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b) In any other case, 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.

If quorum ceases to be present

- 3.11. If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.12. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned meeting general meeting

- 3.13. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at a general meeting

- 3.14. 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
 - 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 auditor's report, if any, on those statements
 - ii. Receive any other reports of directors' activities and decisions since the previous annual general meeting
 - iii. Elect or appoint directors
 - iv. Appoint an auditor, 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) Terminate the meeting

Methods of Voting

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

Announcement of result

- 3.16. 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

- 3.17. Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18. 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 or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 3.19. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

Part 4 - Directors

Number of Directors on Board

- 4.1. The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2. At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancies on Board

- 4.3. 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 or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 - Director's Meetings

Calling directors' meeting

- 5.1. A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2. At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3. 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

- 5.4. The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5. The quorum for the transaction of business at a directors' meeting is a majority of the directors.

- 5.6. 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, a Vice-President shall act as chair; but if neither are present the Directors present may choose one of their number to be chair at that meeting.
- 5.7. The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.
- 5.8. 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.
- 5.9. 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.
- 5.10. 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.
- 5.11. 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 email, letter, able, 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.
- 5.12. Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- 5.13. In case of an equality of votes the chair does not have a second or casting vote.
- 5.14. 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.
- 5.15. 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 6 - Board Positions

Election or appointment to Board positions

- 6.1. 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
 - c) Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a general meeting
- 6.2. 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.
- 6.3. The members at an annual general meeting shall elect directors to the following positions:
 - a) President
 - b) Vice President – Youth Box
 - c) Vice President – Female Box
 - d) Vice President – Youth Field
 - e) Vice President – Women’s Field
 - f) Vice President – Equipment, Box and Field
 - g) Vice President – Scheduling, Box and Field
 - h) Secretary
 - i) Treasurer
 - j) Registrar
 - k) Member at Large

Once the President has completed their term of office, they are appointed to the office of Immediate Past President.
- 6.4. An election may be by acclamation, otherwise it shall be by ballot.
- 6.5. If no successor is elected, the person previously elected or appointed may continue to hold office.
- 6.6. The Directors of the Society may delegate any of their responsibilities to an Executive Committee of the Society.
- 6.7. All Directors shall serve a one-year term. Nominations for elected positions must be received by the Secretary 7 days prior to the annual general meeting. Nominations will not be received from the floor during the annual general meeting.
- 6.8. 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.
- 6.9. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 6.10. 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.
- 6.11. 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 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 Coast Field Lacrosse League and British Columbia Lacrosse Association meetings where required
- 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
- 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 Vice-President Youth Box Lacrosse shall:

- a) Supervise the general operation of the box lacrosse discipline for the NWMLA
- 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
- e) Be a signing Officer for the Society

7.4. The Vice-President Female Box Lacrosse

- a) Supervise the general operation of the female lacrosse discipline for the NWMLA
- b) Be an assistant to the President with respect to female lacrosse
- c) Fulfill all duties of the President in his or her absence
- d) Make recommendations to the Executive Committee for the position of Head Coach and Head Referee, complete with resume, for ratification by the Executive Committee
- e) Be a signing Officer for the Society

7.5. The Vice-President Youth Field Lacrosse shall:

- a) Supervise the general operation of youth field lacrosse discipline for the NWMLA
- b) Be an assistant to the President with respect to youth field lacrosse
- c) Fulfill all duties of the President in the absence of the President and Vice-President Youth Box Lacrosse
- 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;
- e) Be a signing Officer for the Society

7.6. The Vice-President – Women’s Field Lacrosse shall:

- a) Supervise the general operation of the women’s field lacrosse discipline for the NWMLA
- b) Be an assistant to the President with respect to women’s field lacrosse
- c) Be familiar with the BCLA and CLA rules and regulations with respect to women’s lacrosse
- 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

7.7. The Vice-President Equipment shall:

- a) Assist the President where required
- b) Fulfill the duties of the President in the absence of the President, Vice-President Youth Box Lacrosse, Vice-President Female Box Lacrosse, Vice-President Youth Field Lacrosse and Vice-President Women’s Field Lacrosse
- 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
 - v. Maintain first aid supplies and distribute to each team

7.8. The 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 (e.g. Midget A1 will select home game slot prior to Midget B and Bantam A1 etc.)
 - iii. Working with coaches
 - iv. Be the liaison with New Westminster Parks and Recreation

7.9. 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
- h) Be a signing Officer of the Society

7.10. 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

- e) Be responsible for submitting and monitoring all grant and fund raising applications applicable to the Society as a whole

7.11. The Registrar – Box and 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
- g) Be responsible for obtaining registration forms and directories from the British Columbia Lacrosse Association's office

7.12. The Member At Large

- 7.13. 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 one is re-elected or a 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 them, 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.

Part 14 – Other Provisions

- 14.1 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.
- 14.2 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.
- 14.3 The objects referred to in paragraph 2 will be limited to the sole purposes and objects of a registered Canadian charitable organization as described in the Income Tax Act (Canada).
- 14.4 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.

14.5 Clauses 14.1 to 14.4 were previously unalterable.