

Kamloops Volleyball Association Constitution

1. The name of the Society is “Kamloops Volleyball Association” (hereinafter referred to as the “Association”).
2. The purposes of the Association are:
 - a) To organize, administer and coordinate the playing of the sport of volleyball in the community
 - b) To foster, promote, and provide athletes with the opportunity for advanced levels of skill development and competition in the sport of volleyball
 - c) To promote and encourage the affiliation and cooperation of the Association with other volleyball organizations for the benefit of its members
 - d) To obtain and manage the necessary finances, personnel and equipment to support the activities and programs of the Association
 - e) To be the governing body of the members and member teams
 - f) To organize and hold social events to benefit the activities and programs of the Association.
3. The purposes of the Association shall be carried out without purpose of gain or its members and any profits or other accretions the Association shall be used for promoting its purposes
4. In the event of the dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations with similar purposes, or charitable organization or organizations in British Columbia, as may be determined by the members of the Association at the time of dissolution provided that such organization or organizations shall be determined by a prior special resolution of the regular members of the Association at or near the time of dissolution. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government.
5. Paragraphs 3, 4, and 5 of this Constitution are unalterable in accordance with the Society Act.

Kamloops Volleyball Association Bylaws

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- a. “Act” means the *Societies Act* of British Columbia as amended from time to time;
- a. “Adult Athlete” means a volleyball player eligible to play on an Association team who is over the age of 19;
- a. “Board” means the directors of the Association;
- a. “Bylaws” means these Bylaws as altered from time to time;
- a. “Coach” means the person selected by the Association to develop and instruct athletes in the game of volleyball;
- a. “Member” means a person who is recognized by these Bylaws as a member of the Association, and is in good standing with the provisions of these Bylaws;
- a. “Special Resolution” means a resolution passed at a meeting by $\frac{3}{4}$ of the votes cast by the voting members;
- a. “Youth Athlete” means a volleyball player who is under the age of 19 and who is eligible to play on a youth volleyball Association team.

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.

Interpretation

1.4 Words importing the singular include the plural, and vice versa; and words importing male person, include female person or a corporation, and any other organization or association, whether incorporated or unincorporated as the context may require.

Part 2 - Members

Application for membership

2.1 A person may apply to the Board for membership in the Association by submitting a Registration Form and paying the registration fees and dues, and the person becomes a member on acceptance by the Board.

2.2 The Board may admit a person to be a member of the Association upon payment of annual registration fees and dues, as required, if the person is:

(a) a parent or guardian of a Youth Athlete who is currently registered, with fees paid in full, with the Association;

(b) an Adult Athlete who is currently registered, with their fees paid in full, with the Association; or

(c) a Coach.

2.3 Membership may be denied to an application on the following basis:

(a) the applicant is not a resident of the Province of British Columbia; or

(b) the applicant is a corporate body.

Duties of members

2.4 Every member shall uphold the constitution and comply with these Bylaws.

Amount of membership dues

2.5 The amount of the annual membership, if any, shall be determined by the Board.

Voting

2.6 Voting Membership of the Association will automatically be extended to members duly appointed under Bylaw 2.1 or 2.2 who are:

(a) Adult Athletes who are currently registered, with fees and dues paid in full;

(b) a parent or guardian of a Youth Athlete who is currently registered, with fees paid in full, with the club;

(c) a Coach; or

(d) directors of the Board.

Persons occupying multiple positions will only be entitled to one vote.

2.7 An employee of the Association cannot be a voting member.

Member not in good standing

2.8 A member shall not be in good standing if:

- (a) the member fails to pay the current annual registration fee or other subscription or debt due and owing by the member to the Association;
- (b) the members fails to comply with the requirements of the Bylaws, policies, code of conduct, guidelines and general rules as approved and amended by the Board from time to time.

As long as the debt remains unpaid and/or non-compliance remains, the member is not in good standing and loses all rights of membership.

Member not in good standing may not vote

2.9 A member who is not in good standing:

- (a) Shall not vote at a general meeting;
- (b) Shall not stand for election as a director; and
- (c) Shall be deemed not to be a voting member for the purposes of consenting to a resolution of the voting members.

Termination of membership

2.10 A person's membership in the Association shall be terminated:

- (a) If the member delivers their resignation in writing to the Association, by emailing, mailing, or delivering their resignation to the address of the Association;
- (b) On the member's death;
- (c) On the member being expelled;
- (d) If the member is not in good standing for 12 consecutive months;
- (e) If the member fails to renew registration; or
- (f) If the member ceases to be a resident of the Province of British Columbia.

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

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

2.13 The person who is 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 vote.

2.14 A person who has been suspended or expelled in accordance with these Bylaws may apply to the Board for reinstatement by submitting to the Board a Registration

Form and a written statement of the reasons justifying their reinstatement. The person will become a member upon the Board's acceptance of the application and the person's payment of the Association's registration fees and dues, if any.

Part 3 - General Meetings of Members

Time and place of general meeting

3.1 General meetings of the society shall be held at the time and place, in accordance with the Act, as the Board decides.

Notice of a general meeting

3.2 Notice of a general meeting shall specify the place, the day, and hour, of the meeting.

3.3 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 shall not invalidate proceedings at that meeting.

Ordinary business at general meeting

3.4 At a general meeting, the following business shall be ordinary business:

- (a) Adoption of rules of order;
- (b) Consideration of any financial statements of the Association 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; and
- (f) Business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.5 A notice of a general meeting shall 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.

3.6 Special business shall be such business as, under these Bylaws, ought to be transacted at a general meeting.

Chair of general meeting

3.7 The president of the Association, the vice-president, or in the absence of both, one of the other Directors present are entitled to preside as the chair of a general meeting.

Alternate chair of general meeting

3.8 If there is no director 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 in attendance shall elect an individual present at the meeting to preside as the chair.

Quorum required

3.9 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

Quorum

3.10 The quorum for the transaction of business at a general meeting is 3 voting members or 50% plus one of the voting members in attendance, whichever is greater.

If quorum ceases to be present

3.11 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.

Lack of quorum at commencement of meeting

3.12 If within 30 minutes of the commencement of 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.

Adjournments by chair

3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, shall, 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 general meeting

3.14 It shall not be 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 expect that, when a general meeting is adjourned for thirty days or more, notice of the continuation of the adjourned meeting must be given.

Voting

3.15 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

3.16 In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote which they may be entitled to as a member and the proposed resolution shall not pass.

Methods of voting

3.17 At a general meeting, voting shall be by a show of hands, unless the members otherwise decide.

Proxy voting not permitted

3.18 Voting by proxy shall not be permitted.

Announcement of result

3.19 The chair of a general meeting shall announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

Matters decided at a general meeting by ordinary resolution

3.20 A matter to be decided at a general meeting shall 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.

Part 4 - Directors

Powers of Directors

4.1 The Board may exercise all such powers and do all such acts and things as the Association 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 members in general meeting, but subject, nevertheless, to the provisions of:

- a) all laws affecting the Association; and
- b) these Bylaws.

Management of Property and Affairs

4.2 The property and the affairs of the Association shall be managed by the Board.

Number of Directors

4.3 The Association shall have no fewer than three (3) and no more than nine (9) Directors.

Election or appointment of Directors

4.4 Nominations for directors should be received prior to the annual general meeting. In the event that there are more candidates than positions available on the Board, ballots will take place at the annual general meeting. Candidates shall be deemed elected in order of those candidates receiving the most votes until the maximum number of directors has been reached.

4.05 Nominations from the floor at the annual general meeting will be received.

Term of Office

4.06 Elections for directors shall normally be held at the annual general meeting and the term of office of directors shall normally be two (2) years. The directors may, by Board resolution, determine that some or all vacant director positions shall have a term of less than two years, the length of such term to be determined by the directors at their discretion. For purposes of calculating the duration of a director's term, the term shall be deemed to end at the close of the next annual general meeting.

Consecutive Terms

4.7 Directors may be elected for consecutive terms.

Term Limit

4.8 A director may serve for no more than 6 consecutive terms. Under exceptional circumstances, subject to a Board resolution, a director's term may be extended beyond six terms.

Director's Eligibility

4.09 To be eligible for election as a director of the Association, a person must be approved by the Board and be in good standing with requirements set forth in the consent to act as a director.

Election of less than required number of directors

4.10 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as a director shall continue to hold office until such time as successor directors are elected or appointed.

Directors may fill casual vacancy on Board

4.11 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

4.12 A director appointed by the Board to fill a vacancy shall cease 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.

Removal of directors

4.13 The members may by special resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director.

4.14 A director may be removed for cause by Board resolution. Removal for cause includes:

- (a) missing 2 consecutive meetings without notice;
- (b) not adhering to the principles and values of the Association; and
- (c) misappropriation of funds or other criminal activity.

Cessation of directors

4.15 A director shall automatically cease to be a director of the Association:

- (a) at the end of the annual general meeting in the year when the director's term expires;
- (b) upon the date which is the later of the date of delivering their resignation in writing, by mail or delivered in person the secretary or president of the Association or to the address of the Association and the effective date of the resignation stated thereon;
- (c) upon death; or
- (d) upon being removed in accordance with these Bylaws.

Youth Director

4.16 The Board may, at any time, appoint a Youth Athlete to serve as a Youth Director for a term not exceeding one year.

4.17 To qualify as a Youth Director, the Youth Athlete must be between the ages of 16 and 19 and have played on any youth volleyball Association team for a minimum of two years.

4.18 The Youth Director shall be in addition to the number of Directors as set out in 4.3.

Remuneration of directors

4.19 A director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

Part 5 - Proceedings of Directors

Calling Directors' meeting

5.1 A Directors' meeting may be called by the president or by any two other Directors.

Notice of Directors' meeting

5.2 At least two days' notice of a Directors' meeting shall 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, shall 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.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors shall be elected or appointed to the following Board positions in a meeting subsequent to the AGM by their peers, and a director, other than the president, may hold more than one position:

- a) president;
- b) secretary; and
- c) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these By-laws are elected or appointed as Directors at large.

Role of president

6.3 The president shall be the chair of the Board and shall be responsible for supervising the other directors in the execution of their duties.

Role of secretary

6.4 The secretary shall be responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and Directors' meetings;
- b) taking minutes of general meetings and Directors' meetings;
- c) keeping the records of the Association in accordance with the Act;
- d) conducting the correspondence of the Board; and
- e) filing the annual report of the Association and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.5 In the absence of the secretary from a meeting, the Board shall appoint another individual to act as secretary at the meeting.

Role of treasurer

6.6 The treasurer shall be responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;

- b) keeping accounting records in respect of the Association's financial transactions;
- c) preparing the Association's financial statements; and
- d) making the Association's filings respecting taxes.

Part 7 - Committees

Delegation to committees

7.1 The Board may delegate any, but not all, of its powers to committees, which may be in whole or in part composed of directors as it thinks fit.

Rules

7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

Meetings

7.3 A committee may meet and adjourn as they think proper and meetings of the committees shall be governed by the rules set out in these Bylaws governing proceedings of the Board. Decisions shall be limited to the terms of reference associated with the committee.

Part 8 - Seal

8.1 No seal is required.

8.2 Contracts, documents or instruments in writing requiring the signature of the Association may be signed by:

- 1) the chair together with the secretary or the treasurer;
- 2) any two directors; or
- 3) the executive director of the Association if so instructed by the Board.

and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Part 9 - Borrowing

Powers of directors

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

Issuance of debentures

9.2 No debentures shall be issued without the sanction of a special resolution.

Restriction on borrowing

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

Requirement

10.1 This part applies only where the Association is required or has resolved to have an auditor.

First Auditor

10.2 The first auditor shall be appointed by the directors who shall also fill vacancies occurring in the office of auditor.

Appointment of auditor at annual general meeting

10.3 At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

Removal of auditor

10.4 An auditor may be removed by ordinary resolution.

Notice of appointment

10.5 An auditor shall be promptly informed in writing of appointment or removal.

Restrictions on appointment

10.6 No director and no employee of the Association shall be an auditor.

Attendance at annual general meetings

10.7 The auditor may attend general meetings.

Part 11 - Notices to Members

Method of giving notice

11.1 A notice may be given to a member either personally, by delivery, facsimile, electronic mail, website and/or social media posting or by regular mail posted to the member's registered address.

When notice deemed to have been received

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Entitlement to notice

11.3 (1) Notice of a general meeting shall be given to:

- a. Every member shown on the register of members on the day the notice is given
- a. The auditor, if part 10 applies

(2) No other person is entitled to receive notice of general meetings

Part 12 - Bylaws

12.1 On being admitted to membership, each member is entitled to and the Association shall give him, upon request, without charge, a copy of the Constitution and Bylaws of the Association.

12.2 These Bylaws shall not be altered or added to except by special resolution.