

BC WHEELCHAIR BASKETBALL SOCIETY

CONSTITUTION

1. The name of the Society is "**BC Wheelchair Basketball Society**"

2. The purposes of the Society are:
 - (a) to promote the participation and integration of persons with physical disabilities into society through the organizing of wheelchair basketball events;
 - (b) to organize integrated events for all persons, in the promotion of wheelchair basketball as a sport;
 - (c) To provide education and awareness to the community of the benefits of participation in wheelchair sports;
 - (d) To raise, use, invest, and reinvest funds to support these purposes.

3. The operations of the Society are to be chiefly carried on in the province of British Columbia. This provision is unalterable.

4. The Society shall operate without the object of gain for its members or Directors, and any profit or other accretions to the Society shall be used in promoting its purposes. This provision is unalterable.

5. The Society shall operate exclusively as a registered charity under the Income Tax Act (Canada). Upon revocation of its registration as a charity under the Income Tax Act (Canada) or upon the winding-up, liquidation, dissolution or bankruptcy of the Society, any assets remaining after the Society's debts and liabilities have been satisfied shall be given to a registered charitable organization chosen by members and having, where possible, similar purposes. This provision is unalterable.

BYLAWS

Part 1 - Interpretation

- 1.1 In these bylaws, unless the content otherwise requires:
- (a) "directors" means the directors of the society for the time being;
 - (b) "Society 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 the member's address as recorded in the register of members.
- 1.2 The definitions in the Society Act on the date bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and visa 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 bylaws and, in either case, have not ceased to become members.
- 2.1.1 Membership Categories
- (a) Athlete/Coach - shall be entitled to run for office and shall be accorded (1) vote at the Annual General Meeting.
 - (b) Supporter - any person who is interested in the broad field of sports and recreation. Shall be entitled to run for office and shall be accorded (1) vote at the Annual General Meeting.
 - (c) Junior - under the age of 19. Shall not be entitled to run for office and shall not be accorded a vote at the Annual General Meeting.
 - (d) Life Member - any person who has rendered outstanding service to the society or achieved excellence may be considered for Life Membership. Life Membership is conferred by the Board of Directors. Life Members are eligible to vote at the general meetings. Life members shall not be required to make payment of dues.
- 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 Every member shall uphold the constitution and comply with these bylaws.
- 2.4 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

- 2.5 A person shall cease to be a member of the society
- (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his or her death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.6
- (a) A member may be expelled by a special resolution of the members passed at the annual general meeting.
 - (b) The notice of special resolution for the expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (c) The 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 resolution is put to a vote.
- 2.7 A Member of the Society shall be in good standing provided that:
- a) He owes no outstanding membership fees or other debt to the Society;
 - b) He has not ceased to be a Member;
 - c) He has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
 - d) He has complied with the Constitution, Bylaws, policies, rules and regulations of the Society; and
 - e) He is not subject to a disciplinary investigation or action of the Society.
- 2.8 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing set out above.
- 2.9 A Member may not resign from the Society when the Member is subject to a disciplinary investigation or action of the Society.

Part 3 - Meetings of Members

- 3.1 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4
- (a) Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of the business.

- (b) 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.

3.5 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 within 6 month of the Society's fiscal year end.

Part 4 - Proceedings at General Meetings

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
 - (i) the adoption of the rules of order;
 - (ii) the consideration of 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) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with notice convening the meeting.

- 4.2 (a) No business, other than the election of the chair and the adjournment or termination of the meeting, shall be conducted at the general meeting at a time when a quorum is not present.
- (b) 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.
- (c) A quorum is three members or a greater number that the members may determine at a general meeting.

4.3 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.

4.4 Subject to bylaw 4.5, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chair of the meeting.

4.5 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 other directors present are unwilling to act as chair, the members present shall choose one of their number to chair.
- 4.6
- (a) 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.
 - (b) 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.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.7
- (a) No resolution proposed at a meeting can proceed without a seconder and the chair of a meeting may move or propose a resolution.
 - (b) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.8
- (a) A member in good standing present at a meeting of members is entitled to one vote.
 - (b) Voting is by a show of hands.
 - (c) Voting by signed proxy is permitted.
 - (d) A voting member may vote with a maximum of ten (10) proxies in addition to his own.

Part 5 - Directors and Officers

- 5.1 The directors are voting members of the society who are elected at the annual general meeting.
- (a) or appointed by the directors or otherwise, as set out hereunder.
- 5.2 Powers of the Board
- a) Except as otherwise provided in the Society Act, the Constitution, or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.
 - b) The Board may make policies and procedures for managing the affairs of the Society in accordance with the Act, the Constitution, and these Bylaws.
 - c) The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.
 - d) The Board may make policies and procedures relating to the management of disputes within the Society and all disputes shall be dealt with in accordance with such policies and procedures.
 - e) The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of the Society.
- 5.3
- (a) The directors may exercise all of the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or

- otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (i) all laws affecting the society;
 - (ii) these bylaws; and
 - (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (b) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been made valid if that rule had not been made.
- 5.4 (a) The president, vice president, secretary, treasurer, and three other members at large shall be the directors of the society.
- (b) The number of directors shall be seven.
- 5.5 (a) The term of office shall be two years.
- (b) In order to provide continuity approximately one-half of the number of directors term shall expire at each annual general meeting.
- (c) Separate elections shall be held for each office to be filled.
- (d) An election may be acclamation; otherwise it shall be by ballot.
- (e) If no successor is elected the person previously elected or appointed continues to hold office.
- (f) Nominations may be accepted from the floor at the Annual General Meeting. Any Member nominated from the floor must consent to the nomination.
- 5.6 (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (b) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 5.7 (a) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (b) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 5.8 A director may be expelled as a result of action inappropriate and/or in conflict with the aims and objectives of the society, by resolution with a majority vote of a quorum of directors, before the expiration of his term of office, and the remaining directors may elect a successor to complete the term of office.
- 5.9 No director shall be remunerated for being or acting as a director but shall be reimbursed for all expenses necessary and reasonably incurred by him while engaged in the affairs of the society.
- 5.10 A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extend of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain

from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

- 5.11 Directors may not "apply" for any paid position offered during the period in which they are serving a term in office.

Part 6 - Proceedings of Directors

- 6.1 (a) The directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit and shall meet as often as reasonable to carry out the objectives of the society.
- (b) 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.
- (c) 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 may choose one of their number to chair the meeting.
- (d) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- (e) A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 6.2 (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (b) 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.
- 6.3 A committee shall elect a chair of its meetings; but if no chair is elected, or if a meeting the chair is not present within 30 minutes after the appointed time for holding the meeting, the directors present who are members of the committee shall choose one of their number to chair the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 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 director, 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.

- 6.6 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, email, or facsimile, 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 the 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.
- 6.7 (a) Questions arising at a meeting of the directors and committee of the directors shall be decided by a majority of votes.
- (b) In case of an equality of votes the chair does not have a second or casting vote.
- 6.8 No resolution proposed at a meeting of the directors or committee of directors can proceed without a seconder and the chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all of the directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.

Part 7 - Duties of Officers

- 7.1 (a) The president shall preside at all meetings of the society and of the directors.
- (a) The president is the chief executive officer of the society and shall supervise the officers in the execution of their duties.
- 7.2 The vice president shall carry out the duties of the president during his absence.
- 7.3 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 its directors;
 - (d) maintain all records and documents of the society except those required to be kept by the treasurer;
 - (e) maintain the common seal of the society; and
 - (f) maintain the register of members
- 7.4 The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the directors, members and others when required.
- 7.5 (a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (b) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may be determined pursuant to bylaw 5.4 (b).

- 7.6 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

Part 8 - Seal

- 8.1 (a) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
(b) The custody and use of the seal shall be determined by the directors.
- 8.2 All documents requiring the official signature of the Society shall be signed in the name of the Society by at least two of the following:
- (i) President
 - (ii) Secretary
 - (iii) Treasurer
 - (iv) 1 appointee of the Directors

Part 9 - Borrowing

- 9.1 In order to carry out the purposes of the society the directors may, on behalf and in the name of the society, raise or secure payment or repayment in the manner they decide, and in particular but without limiting the foregoing, by issue of debentures.
- 9.2 No debenture shall be issued without the sanction of special resolution.
- 9.3 This resolution expires at the next annual general meeting.

Part 10 - Auditor

- 10.1 An annual audit of the Society's books shall be conducted by a qualified auditor as appointed at each annual general meeting.
- 10.2 Notice of the annual general meeting shall be given to the auditor and they shall be promptly informed in writing of (re) appointment or removal.
- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 No director and no employee of the society shall be auditor.
- 10.5 The auditor may attend general meetings.

Part 11 - Notices to Members

- 11.1 Notices of meetings shall be given to:
- (i) every member in good standing as shown on the register of members on the day notice is given; and
 - (ii) the auditor
- 11.2 A notice may be given to a member, either personally, by email or facsimile, or by mail at the member's registered address. This notice shall be given at least 14 days prior to the meeting date. Members have the duty to inform the society of any changes to their contact information.
- 11.3 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.
- 11.4 No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

- 12.1 These bylaws shall not be altered or added to except by special resolution.
- 12.2 The constitution or bylaws of the Society may not be altered, repealed, or added to unless amendment is proposed to the Society by notice of in writing by either the directors or a voting member of the Society.
- 12.3 The members of the Society shall be notified of the proposed changes at least 14 days prior to the general meeting of the Society at which it will be considered.
- 12.4 Any amendments to the constitution or bylaws of the Society shall require 75% majority vote of the voting members in attendance at a properly constituted meeting.
- 12.5 The amended Constitution and Bylaws shall take effect on the later of:
- (a) the date on which it is filed with the registrar, and
 - (b) the date specified in the resolution