

CONSTITUTION

1. The name of the Society is **THE KAMLOOPS SPORTS COUNCIL**.
2. The purposes of the Society are
 - Enriching Kamloops lifestyle and economy through Sports
 - Sport Advocacy
 - Sport Support
 - Sport Development
 - Event Hosting
 - Recognizing the principals of 'True Sport'
 - Tournament Capital Club, a registry of volunteers that engages, supports and recognizes the work and dedication the Sport Volunteer gives back to the community.
3. In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the *Income Tax Act* (CDN).
4. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.
5. No Director or Officer shall be remunerated for being or acting as a 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. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director, Officer.
7. Paragraphs 3, 4, 5, 6 and 7 of the Constitution are alterable in accordance with the *Society Act*.

BY-LAWS

Here set forth, in numbered clauses, are the By-Laws providing for the matters referred to in Section 6(1) of the *Society Act* and any other By-laws

Part 1 - Interpretation

1. In these By-laws, unless the context otherwise requires,
 - a. "Directors" means the directors of the Society;
 - 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 his address as recorded in the register of members;

d. "Term" means the time between the annual general meeting and the immediate next annual general meeting;

e. "Officer Term" has the same meaning as "term".

2. The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.

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

Applications for Membership

4. The members of the Society are those persons who subsequently have become members in accordance with the By-laws, and, in either case, have not ceased to be members.

5. A person may apply to the Directors or their designate and, upon acceptance by the Directors or their designate, that person becomes a member. Membership Classes are the following;

Members of the Society are those organizations, clubs, associations, or leagues that have the following membership criteria. Maintain a head office or control within the greater Kamloops area. Are primarily organized for the purposes of operating teams, leagues, or events of a competitive or recreational sporting nature, have a recognizable membership and a bona fide operation, completely separate and apart from other competitive or recreational sporting groups having the same purpose or objectives;

Associate Member is any person being a resident of the Greater Kamloops area or any organization or association within the Greater Kamloops area that has an association to or an interest in Sport and the principals set out by The Kamloops Sports Council, shall be entitled to apply to the Society to become an Associate member, subject to approval of such application and payment of fees. Associate members shall not be entitled to exercise any vote at a meeting of member's exception being when an Associate Member is elected to the Board of Directors or Executive Committee of the Society.

Honorary members may be appointed by resolution of the members, on the basis of outstanding contribution in the greater Kamloops area or to the Society. Honorary members shall not be entitled to exercise any vote at a meeting of the members or receive any notice for the meeting of the members or directors.

Council of Community Partners, The following groups shall make up the Council of Community Partners;

City: 2 members from Parks, Recreation and Cultural Services and 1 from the community at large

2 Members School District # 73

1 Member Thompson Rivers University

1 Member Kamloops Chamber of commerce

1 Member Blazers Sport Society

1 Member Pacific Sport

1 Member Tourism Kamloops

1 Member Interior Health

1 Member St John Ambulance

1 Member Tk'emlúps Indian Band (TIB)

Annually the Community partners will select a Chair person to be the Community Partners Chair and liaison to the Kamloops Sports Council. The chair will select five members of the Community Partners to sit on the board of directors of the Kamloops Sports Council. Community Partner appointee cannot hold a seat on the Executive Committee. Any and all communications other than the appointees to the board is done by the Community Partners Chair. The Community Partners will act as an advisory body to the Kamloops Sports Council.

Membership Freeze

6. The Directors may at any time postpone, on terms and conditions, the consideration of all or some applications for membership.

7. Each member shall inform the Secretary or his designate in writing of his up-to date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

8. Every member shall uphold the Constitution and comply with these By-laws.

Membership Dues

9. The Directors will determine the membership dues once a year at the Annual General Meeting.

Cessation of Membership

10. 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 death or in the case of a corporation on dissolution;
- c. on being expelled; or
- d. having not been a member in good standing for a period of 30 days.

Expulsion of Members Generally

11. The members or the Directors may only expel a member according to these Bylaws by the two alternatives described below.

Expulsion of Members by the Membership

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

13. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

14. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Expulsion of Members by the Directors

15. The Directors may, by a two-thirds vote of Directors present, expel a member for any reason.

16. A member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

Members and Good Standing

17. All members are in good standing except a member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society.

18. Unless the Directors otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.

Part 3 - Meeting of Members

19. General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.

20. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.

21. The Directors may, whenever they think fit, convene an extraordinary general meeting.

22. Two Weeks' Notice (14 days) of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.

23. 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 that meeting.

Part 4 - Proceedings at General Meetings

24. The annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

25. Special business is:

a. all business at an extraordinary general meeting except the adoption of rules of order; and

b. all business that is transacted at an annual general meeting, except

i. the adoption of rules of 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. such other business as, 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.

v111. Setting the Annual Membership Dues

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

27. If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended.

28. A quorum is 3 members present or such greater number as the members may determine at a general meeting.

29. If, within 30 minutes from the time appointed for a members' meeting, a quorum is not present, the meeting 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, provided there are at least 3 members present.

30. The President of the Society, the Vice Presidents or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.

31. If at a general meeting:

a. there is no President, Vice Presidents, 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 Chairperson; the members present shall choose one of their members to be Chairperson.

32. 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.

33. 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.

34. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

35. No resolution proposed at a meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.

36. In case of an equality of votes, the Chairperson 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.

37. A member in good standing present at a meeting of members is entitled to one vote.

38. Voting is by show of hands, unless the members present otherwise decide.

39. voting by proxy is prohibited.

40. A 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

General Powers of Directors

41. The Directors may exercise all such powers and do all such acts and things as 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 the general meeting, but subject, nevertheless, to the provision of:

- 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 the general meeting.

42. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Number and Qualifications of Directors

43. There shall be 13 Directors, 8 from the associate members and members and 5 from the Community Partners.

44. A Director should be a member or associate member. However, the failure of a Director to be a member shall not invalidate his appointment, election, or continuance as a Director.

Terms of Directors and Their Replacement

45. Directors shall retire after the annual general meeting.

46. The Directors shall retire at the expiration of their term, when their successors shall be elected.

47. A Director shall be elected at the annual general meeting for one term. A member may seek a second term if they so desire.

48. Election procedures at the annual general meeting shall be determined by the members present.

49. The Directors may at any time appoint a member as a Director to fill any Director vacancy.

50. A Director appointed by the Directors holds office until the next annual general meeting.

Removal of Directors or Officers by Membership

51. The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.

52. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

53. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Quorum

54. The quorum necessary for the transaction of business is 3

55. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.

56. The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.

Officers

57. The President, Two Vice Presidents, Secretary – Treasurer and four members at large will be elected by the members and shall be Officers of the Society and shall be elected at the annual general meeting. Committee appointments will be made at the first meeting following the annual general meeting. Council of Community Partners appointees will be brought forward at the first meeting following the Annual General Meeting.

58. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

59. Officers shall serve for one officer term, upon election. An officer may choose to run for a second term as their choice.

60. The Directors may at any time appoint a Director to fill any Officer vacancy.

61. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

Committees of the Directors

62. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.

63. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

64. Subject to directions of the Directors, the Committee shall determine its own procedure.

65. The members of a Committee may meet and adjourn as they think proper.

Executive Committee of the Directors

66. There shall be an Executive Committee of the Directors that may exercise any of the powers or duties of the Directors between meetings of the Directors except for:

- a. the expulsion of any member from the Society;
- b. directions given by the Directors; and
- c. directions given by the membership at a general meeting or an extraordinary general meeting of the membership.

67. The Executive Committee shall be composed of the following persons:

- a. The President, Two Vice Presidents, the Treasurer-Secretary; or
- b. Such Directors designated by the Executive Committee.

68. The Directors excluding Associate or Community Partners may fill any vacancy on the Executive Committee.

69. The other provisions of these By-laws that apply to Committees of the Directors apply with necessary changes to the Executive Committee.

Part 6 Miscellaneous Matters

70. No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.

71. Each Director shall inform the Secretary or his designate in writing of his up-to date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

72. Notices may be given to Directors in the same manner as notices are given to members.

73. In conformity with clause 5 of the Constitution, no Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

74. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.

75. In case of an equality of votes, the Chairperson does not have a second or casting vote.

76. No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

Return of Documents and Property

77. At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

Resolutions in Writing

78. A resolution in writing, signed by at least three of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

Meetings Generally

79. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

In Camera Meetings

80. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Voluntary Leave of Absence

81. A leave of absence must be at the voluntary request of the Director or Officer concerned. A request for leave of absence must be in writing.

82. A short leave of absence may be granted by the President or Vice President as described below.

83. The Directors may grant a regular leave of absence also described below.

84. Subject to any directions from the Directors, the President may grant a short leave of absence to any Director or Officer on terms and conditions. The President shall then assign the duties and powers of that Director or Officer to another Director or Officer or to the President. Such short leave of absences and transfer of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the President at that meeting.

85. Subject to any directions from the Directors, the Vice President may grant a short leave of absence to the President on terms and conditions. The Vice President shall then assume the duties and powers of the President. Such short leave of absences and assumption of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the Vice President at that meeting.

86. The Directors may grant a regular leave of absence to any Director or Officer on terms and conditions. The Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.

87. In case of a conflict between the powers of the President and Vice President to grant short leave of absences and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.

88. Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Directors under the By-laws to transfer duties and powers among the various Directors or Officers. Such power to transfer duties and powers supersedes the By-laws dealing with leaves of absence.

89. A Director or Officer on an authorized leave of absence need not be sent any notice of meetings of the Directors or Committees.

90. During a regular leave of absence, but not a short leave of absence, the Directors or Officers absent shall not be counted towards any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one.

Part 7 - Duties of Officers

91. The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

92. The President is:

- a. the Chief Executive Officer of the Society;
- b. the chief spokesperson for the society; and
- c. the supervisor of other Paid Staff, Directors or Officers;

93. The Vice President shall:

- a. assist the President;
- b. carry out the duties and exercise the powers of the President during any absence of the President.

94. The Secretary, or person designated by the Directors, shall:

- a. conduct the correspondence of the Society;
- b. issue notice 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; and
- e. have custody of the common seal of the Society.

95. The Treasurer, or person designated by the Directors, shall keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and the Treasurer shall render financial statements to the Directors, members and others when required.

96. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

97. Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.

98. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.

99. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Some or all Duties of Officers may be performed by staff and those duties shall be determined by the Executive Committee and form part of the staff person's duties.

100. A Director shall:

- a. act honestly and in good faith and in the best interests of the Society; and
- b. exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

101. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the *Society Act*.

102. The Directors shall enter in the register the names of applicants and the name of every other person admitted as a member of the Society, together with the following particulars of each:

- a. the full name and residence address;
- b. the date on which a person is admitted as a member; and
- c. the date on which a person ceases to be a member.

103. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.

104. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the *Society Act* and *Income Tax Act* or other law.

105. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.

106. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- a. all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- b. every asset and liability of the Society; and
- c. every other transaction affecting the financial position of the Society.

Part 8 - Seal

107. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

108. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

Part 9 - Borrowing

109. 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 such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

110. No debenture shall be issued without the sanction of a special resolution.

111. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Part 10 - Auditor

112. If the Society is required or has resolved to have an auditor.

113. The auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of the auditor.

114. 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 meeting.

115. An auditor may be removed by ordinary resolution.

116. An auditor shall be informed forthwith in writing of appointment or removal.

117. No Director and no employee of the Society shall be auditor.

118. The auditor may attend general meetings.

Part 11 - Inspection of Documents by Members and Directors Inspection by Members

119. Subject to the *Personal Information Protection Act*:

a. the books and records of the society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the directors;

b. Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a director.

Part 12 - Notices to Members

120. A notice may be given to a member either personally or by mail to him at his registered address.

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

122. A notice may also be given to a member by emailing it or faxing it to an email address or fax number provided by the member.

123. A notice sent by email or fax shall be deemed to have been given on the second day following that on which the notice is sent by email or fax, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.

124. Notice of a general meeting shall 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.

125. No person, other than those mentioned in the above paragraph, is entitled to receive a notice of general meeting.

Part 13 - By-laws

126. After being admitted, a member is entitled to a hard copy of the Constitution and By-laws upon paying the sum of \$1.00. If the Constitution and By-laws are available in electronic format, the member is entitled to an electronic a copy of the Constitution and By-laws at no cost.

Part 14 – Fiscal Year End

127. The fiscal year of the Society shall commence on the 1st day of March of each year, unless the fiscal year is changed by resolution of the board of directors