

FORM 3  
SOCIETY ACT  
CONSTITUTION

I HEREBY CERTIFY THAT THESE ARE  
COPIES OF DOCUMENTS FILED WITH THE  
REGISTRAR OF COMPANIES ON  
DEC 12 1988

1. The name of the Society is **THE RICHMOND SPORTS COUNCIL.**
2. The purposes of the Society are:  

ASSISTANT DEPUTY REGISTRAR OF COMPANIES  
FOR THE PROVINCE OF BRITISH COLUMBIA

  - (a) To maintain an ongoing relationship between the members, Associate members, Honourary members (all as defined), and other sporting and recreational groups and individuals within Richmond;
  - (b) To provide a forum for members to discuss matters of common interest involving sports and recreational issues;
  - (c) To develop a critical appreciation in maintaining high standards with respect to sporting and recreational activities within Richmond;
  - (d) To sustain a role as an advocate of the sporting and recreational groups within Richmond;
  - (e) To inform, advise, and co-ordinate with various levels of government in order to obtain and maintain support for the sports and recreational goals of sporting and recreational groups within Richmond;
  - (f) To make available the human, financial, and other resources of the Society to assist general sporting and recreational pursuits within Richmond;
  - (g) To raise funds to financially assist the general goals of sporting and recreational groups and individuals within Richmond, including the raising of funds for major athletic facilities or events that directly or indirectly benefit Richmond as a whole;
  - (h) To participate in the organization of major athletic events that directly or indirectly benefit Richmond; and
  - (i) To generally provide whatsoever other assistance is available from the Society to support the sports and recreational pursuits and enterprises of Richmond and its citizens.
3. Upon the dissolution of the Society and after the payment of all its debts and liabilities, any remaining property shall be turned over, transferred and assigned to such organization in the Municipality of Richmond as may be directly involved with general sports and recreational interests within the Municipality of Richmond, or to such other recognizable charitable organization in the Province of British Columbia or elsewhere in Canada as directed by the members.

**BYLAWS**

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other bylaws.

**Part 1 - Interpretation**

1. (a) In these bylaws, unless the context otherwise requires:
  - (i) "directors" means the directors of the Society for the time being;
  - (ii) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (iii) "registered address" of a member means his address as recorded in the register of members;
  - (iv) "member" shall mean an applicant for incorporation of the Society who has not ceased to be a member, and every other corporation or organization who becomes and remains a member in accordance with the bylaws, provided however that the reference to "member" shall not include either Associate members or Honourary members of the Society. A member shall have a right to vote as set out in the Bylaws;
  - (v) "Associate member" shall mean a person or organization who becomes and remains an Associate member in accordance with the Bylaws. An Associate member shall not have any right to vote in the Society, other than as a member of a committee as provided in the Bylaws;
  - (vi) "Honourary member" shall mean a person or organization who becomes and remains an Honourary member in accordance with the Bylaws. An Honourary member shall not have any right to vote in the Society, other than as a member of a committee as provided in the Bylaws;
- (b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws, save and except for the definition of "member" which shall be as hereinbefore set out.

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

### Part 2 - Membership

3. The members of the Society are those organizations, clubs, associations, or leagues that have the following membership criteria:

- (a) maintain a head office or control within the Municipality of Richmond;
- (b) are primarily organized for the purposes of operating teams, leagues, or events of a sporting or leisure nature;
- (c) have a recognizable membership and a bona fide operation, completely separate and apart from other sporting or leisure groups having the same purpose or objectives;
- (d) may or may not be registered with the Leisure Services Department of the Municipality of Richmond, although such registration shall be substantial (but not final) evidence of a separate bona fide existence and operation;
- (e) have been approved for membership by the membership committee of the Society or by the Board of Directors upon an appeal, and have paid any membership fees that might be assessable from time to time; and

have not ceased to be members, all in accordance with these Bylaws. It is the general intent that the members of the Society shall be representative of individual organizations, associations, clubs or leagues, to ensure that the effective control of the Society cannot be acquired by one or more major sporting or leisure group such that the general purposes of the Society could be jeopardized.

4. Any person being a resident of Richmond, or any other organization or association, whether incorporated or unincorporated, having operations primarily in the Municipality of Richmond, shall be entitled to apply to the Society to become an Associate member, subject to approval of such application and

payment of any fees. Associate members shall not be entitled to exercise any vote at a meeting of the members or receive any notice for a meeting of the members or directors. The Richmond School Board shall be entitled to be an Associate member of the Society, without application, qualification, or payment of fees.

5. Honourary members may be appointed by resolution of the members, on the basis of outstanding contribution in the Municipality of Richmond or to the Society. Honourary 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.

6. The membership committee of the Society, as appointed from time to time by the directors, shall be responsible for receiving, approving, and processing of applications for membership where the such application is made for the purposes of an applicant becoming a member or Associate member, and shall be responsible for collection of fees and advising the Secretary of the membership list. The membership committee shall review any such applications to ensure that the applicants qualify for the specific membership that is the subject of the application, and in addition the membership committee may refuse any application on the grounds that it is not in the best interests of the Society to have the applicant as a member or Associate member of the Society, as the case may be. Any rejection of an application by the membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.

7. Every member, Associate member, and Honourary member shall uphold the constitution and comply with these bylaws.

8. 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 annual general meetings of the Society. The members may determine a different membership dues structure for members and Associate members of the Society. Honourary members shall not be assessed any annual membership dues, unless so determined by special resolution.

9. A member or Associate member shall cease to be a member or Associate member of the Society, as the case may be:

- (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; or

- (b) on his death, or in the case of a corporation or other organization or association, its dissolution or cessation of operations; or
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for ten (10) consecutive months.
10. (a) A member or Associate member may be expelled by a special resolution of the members passed at a general meeting.
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (c) The member or Associate member 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.
11. All members and Associate members are in good standing except a member or Associate member who has failed to pay any annual membership fee, including a current annual membership fee, and he is not in good standing so long as the membership fee remains unpaid.

### Part 3 - Meetings of Members

12. The annual general meeting of the Society shall be held once a year at the registered office of the Society or elsewhere in British Columbia as the directors may determine and on a day to be fixed by the directors, and fourteen (14) days written notice of such meeting shall be given to the members. Neither Associate members nor Honourary members shall be entitled to receive notice of such meeting.
13. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
14. General meetings of the Society shall be held at such times and places, in accordance with the Society Act, that the directors may decide.

15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

16. Extraordinary general meetings of the Society shall be called by the chairperson at the request of the majority of the board of directors or upon the written request of at least TEN (10%) percent of the members of the Society entitled to vote, or at any other time or times as the directors may think fit.

17. (a) Notice of a general meeting shall specify the place, day and hour of meeting, and be given in writing to each member. A notice of such meeting shall also be published in one newspaper circulating in the Municipality of Richmond at least seven (7) days before the time set for such meeting.

(b) No notices shall be sent to any Associate members or Honourary members.

(c) 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, and any meeting where there is a quorum present shall be valid notwithstanding that one or more members shall not have received notice of such meeting.

#### Part 4 - Proceedings at General Meetings

18. A quorum at any general meeting shall be five (5) members in good standing, present in person or by proxy. Associate members and Honourary members may be present at any general meeting, but shall not be counted in the quorum.

19. (a) No business, other than the election of the chairperson of the meeting, if necessary, and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present; and

(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; and

(c) if within thirty (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 thirty (30) minutes from the time appointed from the meeting, the members present shall constitute a quorum.

20. (a) The chairperson of the Society, or in his absence the vice-chairperson of the Society, or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
- (b) If at a general meeting there is no chairperson, vice-chairperson, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or if the chairperson, vice-chairperson, and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson of the meeting.

21. Except as otherwise provided herein, all meetings of the members of the Society shall be governed by the parliamentary rules and usage set out in Roberts Rules of Order Revised. At any annual general meeting of the Society, the following matters must be on the agenda for the meeting:

- (a) the consideration of the last financial statements of the Society; and
- (b) the report of the directors; and
- (c) the report of the auditor, if any; and
- (d) the election of directors; and
- (e) the appointment of the auditor, if required; and
- (f) any 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 the notice convening the annual general meeting; and
- (g) subject to reasonable time constraints, any other matters raised by members, Associate members or Honourary members.

22. (a) Any 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 ten (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.
23. (a) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution; and
- (b) In case of an equality of votes, the chairperson (whether or not at that time an authorized representative of a member) shall not have a casting or second vote in addition to the vote to which the organization which he represents may be entitled as a member and the proposed resolution shall not pass.
24. (a) A member in good standing present at a meeting of members is entitled to one vote, exercisable by such member's duly authorized representative in accordance with written direction from such member filed with the Secretary at least two (2) days prior to the meeting, provided that the directors of the Society may, in their sole discretion, permit a change to the authorized representative of a member as soon as possible after the commencement of the meeting. A member that is not in good standing at the time the meeting is commenced shall not be entitled to vote at any meeting.
- (b) Neither Associate members nor Honourary members shall be entitled to cast a vote at any meeting, although they may attend at such meeting subject to reasonable control of the meeting to allow proper voting by members.
- (c) Voting shall be by show of hand, except in the case of the election of directors and/or officers of the Society, which shall be held by secret ballot as hereinafter provided in the bylaws.



- (d) Voting by proxy is not permitted, although a member may change its authorized representative from time to time by written notice delivered to the registered office of the Society, subject to the time restrictions as hereinbefore provided, provided however that any director of the Society who was such an authorized representative at the time of his election or appointment shall not cease to be a director merely by his ceasing to be an authorized representative of a member during his term of office.

Part 5 - Directors and Officers

25. The affairs of the Society shall be managed by the directors, each of whom at the time of his election shall be a duly authorized representative of a member of the Society, whether or not he is a resident of the Municipality of Richmond, and:

- (a) 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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
  - (i) all laws affecting this Society;
  - (ii) these bylaws; and
  - (iii) rules and regulations not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting; and
- (b) no rule or regulation, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule or regulation had not been made; and
- (c) no act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office; and
- (d) every director shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a

director may be paid reasonable expenses incurred by him in the performance of his duties.

26. The number of directors shall be thirteen (13) or such greater number as may be determined from time to time at a general meeting.

27. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified, and the following provision shall apply to elections of directors:

- (a) the directors shall retire from office at each annual general meeting, and their successors shall be elected; and
- (b) at any general meeting at which directors are to be elected, such election shall be by secret ballot of those members entitled to vote where present at such meeting, in person or by proxy, unless such election is by acclamation; and
- (c) the nominating committee for directors shall consist of the past chairperson, who shall be the chairperson of the nominating committee, the Secretary, and at least one (1) other director of the board as appointed by the board; and
- (d) nominations from the floor shall be allowed.

28. The directors may at any time and from time to time appoint a duly authorized representative of a member as a director to fill a vacancy in the board of directors, whether such vacancy is caused by resignation, removal, or otherwise ceasing to hold office, and a director so appointed shall hold office for the remaining term of the office, unless he resigns or otherwise ceases to hold office.

29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office, provided such successor is qualified to be a director at the time of such appointment, as herein provided.

30. The directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society, and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board. The following officers shall be appointed from the directors of the Society:

- (i) the chairperson, and
- (ii) the vice-chairperson, and
- (iii) the secretary, and
- (iv) the treasurer, and

other officers of the Society may be appointed to their positions from the directors or from the membership. The chairperson, vice-chairperson, secretary and treasurer shall initially be appointed by the first directors of the Society as filed with the Registrar of Companies pursuant to the provisions of the Society Act, and shall thereafter be appointed by the directors in accordance with these bylaws.

31. The directors may from time to time appoint a manager or a board of managers or both a manager and a board of managers some of whom may but need not be directors of the Society, and may delegate to him or them full authority to manage and direct the business and affairs of the Society (except such matters and duties as by law must be transacted or performed by the directors or by the members in general meeting) and to employ and discharge agents and employees of the Society, or may delegate to him or them any less power. Such manager, board of managers or manager and board of managers, shall conform to all lawful orders given to him or them by the directors of the Society and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Society.

32. All officers, managers, members of a board of managers, agents, and employees shall be subject to removal from office or employment by the directors at any time with or without cause and with or without notice to the person so removed.

#### Part 6 - Proceedings of Directors

33. Subject to these bylaws, the directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

34. The board of directors shall meet at least twice in any calendar year, at times determined by the chairperson, and at any additional times as reasonably requested in writing to the chairperson by any member of the board. Unless the chairperson or other director acting in his place determines that a meeting of the board of directors is required on an emergency basis, at least three (3) days notice shall be given to all directors in the same manner as is prescribed for notices to members as set out in Part 11 of these bylaws, which may be contained in Minutes of the previous meeting. Any member, Associate member, or Honourary member, that is in good standing shall be entitled to attend regular directors meetings and shall be entitled to request that matters be placed on the agenda and that he may be heard on such matter, but no Associate member or Honourary member shall be entitled to vote at any directors meeting.

35. The directors may from time to time set the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office, provided that one (1) of the directors in attendance must be either the chairperson, vice-chairperson, secretary or treasurer.

36. The chairperson shall be chairperson of all meetings of the directors, but if at any meeting of the board the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-chairperson shall act as chairperson of the meeting, but if neither is present the directors present may then choose one of their number to be chairperson at that meeting.

37. (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors and any members or Honourary members, as they think fit. A membership committee must be appointed by the directors at the first directors meeting after any annual general meeting of the Society.

(b) A committee so formed in the exercise of the powers so delegated shall conform to any rules or regulations 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.

(c) The committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson of such committee is not present within thirty (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 chairperson of the meeting.

- (d) The members of a committee may meet and adjourn as they think proper.
- (e) Associate members or Honourary members appointed to a committee may exercise a vote on that committee.

38. For a 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.

39. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, facsimile transmission or cable, of any meeting of the directors, and may at any time withdraw the waiver; and until the waiver is withdrawn, no notice of meeting of directors shall be sent to that director, and 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.

40. Notwithstanding the foregoing, any meeting of the directors shall be valid if proper notice has been given to all directors.

- 41. (a) Questions arising at a meeting of the directors and/or a committee of the directors shall be decided by a majority of votes.
- (b) In case of an equality of votes, the chairperson of a meeting of the directors and/or a committee of the directors shall not have a second or casting vote in addition to the vote he may be entitled to as a director and the proposed resolution shall not pass.
- (c) No resolution proposed at a meeting of directors or a committee of directors need be seconded, and the chairperson of any such meeting may move or propose a resolution.

- (d) Notwithstanding the foregoing, 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.
- (e) Except as otherwise provided herein, all meetings of the directors and/or a committee of the directors of the Society shall be governed by the parliamentary rules and usage set out in Roberts Rules of Order Revised.

Part 7 - Duties of Officers

42. The chairperson shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. He shall be responsible for calling meetings of the board of directors, and shall act as chairperson of all meetings of the board of directors and of all general meetings of the Society.

43. The vice-chairperson shall carry out the duties of the chairperson during his absence. The vice-chairperson may also have one or more project responsibilities and shall have such other responsibilities as may, from time to time, be delegated to him by the chairperson. If the chairperson shall be unable to act as chairperson for any reason whatsoever, the vice-chairperson shall be appointed by the chairperson or by the board of directors to assume the full responsibilities of the office of the chairperson.

44. The past chairperson shall be the chairperson of the nominating committee.

45. (a) The secretary shall have the following responsibilities:

- (i) conduct the correspondence of the Society;
- (ii) issue notices of meetings of the Society and directors;
- (iii) keep minutes of all meetings of the Society and directors;
- (iv) have custody of all records and documents of the Society except those required to be kept by the treasurer;

- (v) have custody of the common seal of the Society;
- (vi) act as chairperson of the membership committee, and maintain the register of members and list of authorized representatives for members; and
- (vii) perform any other responsibilities that may be delegated to him by the chairperson or the board of directors.

(b) In the absence of the secretary, the directors shall appoint another person to assume the responsibilities of the secretary during his absence.

46. (a) The treasurer shall have the following responsibilities:

- (i) keep the financial records of the Society, including books of account, necessary to comply with the Society Act; and
- (ii) render financial statements to the directors, members and others when required; and
- (iii) perform any other responsibilities that may be delegated to him by the chairperson or the board of directors.

(b) In the absence of the treasurer, the directors shall appoint another person to assume the responsibilities of the treasurer during his absence.

47. The individual directors shall have such additional responsibilities as may from time to time be delegated to them by the chairperson or by the board of directors.

48. The board of directors shall have the power to appoint committee chairpersons and committees as may be deemed necessary to perform the work of the Society.

49. It shall be the duty and responsibility of the board of directors to:

- (a) prepare after appropriate consultation with the officers of the Society an annual budget;
- (b) prepare and implement a program of activities during its period of office;

- (c) communicate regularly with the members of the Society by means of newsletters and other media;
- (d) organize an annual meeting;
- (e) solicit funds at such time and in such manner as it may be deemed advisable; and
- (f) generally be responsible to handle the day-to-day affairs of the Society and perform such other duties, responsibilities and obligations as may be required by law.

Part 8 - Seal and Authorized Signatories

50. The signing officers of the Society shall be the chairperson or the treasurer and one other director appointed by the directors.

51. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

52. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of the chairperson and secretary or the chairperson and treasurer.

53. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agents or agents of the Society and in such manner as shall from time to time be determined by resolution of the directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.



Part 9 - Borrowing

54. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, and only when authorized by special resolution of the members, raise or secure the payment or repayment of money in the manner they decide.

Part 10 - Auditor

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

56. (a) The first auditor shall be appointed by the directors, and the directors shall also fill all vacancies occurring in the office of auditor.
- (b) At each annual general meeting the Society shall appoint an auditor to hold office until he is reelected or until his successor is elected at the next annual general meeting.
- (c) An auditor may be removed by ordinary resolution.
- (d) An auditor shall be promptly informed in writing of his appointment or removal.
- (e) No director and no employee of the Society shall be auditor of the Society.

57. The auditor may attend general meetings.

Part 11 - Fiscal Year

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

Part 12 - Notices to Members

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

60. 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.

61. (a) Notice of a general meeting shall be given to:

(i) every member in good standing shown on the register of members on the day notice is given; and

(ii) the auditor, if Part 10 applies.

(b) No other person, including an Associate member or an Honourary member, is entitled to receive notice of a general meeting.

Part 13 - Bylaws

62. These bylaws shall not be altered or added to except by

special resolution.

DATED the 29th day of November, 1988.

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