

# VANCOUVER & DISTRICT BOWLS ASSOCIATION

## BYLAWS

### Part 1 – Definitions

1. In these bylaws, unless the context otherwise requires:

“**Association**” means the Vancouver & District Bowls Association.

“**Bylaws**” means the bylaws of the Association.

“**Dues**” includes fees, assessment or other similar sum payable by an affiliated club under the Bylaws.

“**Directors**” mean the officers of the Association and directors who are elected or appointed to the Board of Management for the current year.

“**Officers**” includes the President, Past President, Secretary, Treasurer, 1<sup>st</sup> Vice-President, and 2nd Vice-President who are elected or appointed to the Executive Committee for the current year.

“**Committee**” means any committee appointed by the Board of Management or the membership at a general meeting.

“**General Meeting**” means the Annual General, Semi-Annual General or Extraordinary General Meeting.

“**Member**” means a bowls club in the Lower Mainland of British Columbia that becomes and remains an affiliated member in accordance with the Bylaws.

“**Representative**” means the President or a nominee of an affiliated club in good standing.

“**Ordinary Resolution**” means a resolution passed in a general meeting by a simple majority of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person.

“**Special Resolution**” means a resolution passed in a general meeting by a majority of not less than two thirds of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person.

“**Bowls BC**” means the provincial organization which represents all affiliated bowls clubs and district/regional associations in British Columbia.

2. Words importing the singular member only shall include the plural and vice versa, and words importing a masculine gender shall include the feminine gender.

## Part 2 – Membership

3. Membership shall be open to all properly constituted bowls clubs in the Lower Mainland of British Columbia. Application for membership must include:

- a. Name and address of the club;
- b. Copy of the club's constitution and bylaws;
- c. Total number of members including playing members in the club;
- d. A complete list of the club executive; and
- e. Name and address and contact information of the current Secretary of the club.

4. *Membership Approval*

The request for membership as an affiliated club in the Association shall be reviewed and approved by the Board of Management of the Association. The new member shall be provided, without charge, a copy of the Association's Constitution and Bylaws; and a Policies and Procedures Manual.

5. *Membership Fees*

- a. The assessment rate for determining the annual membership fees payable by affiliated clubs shall be set at the Annual General Meeting.
- b. An affiliated club's annual fees shall be based upon the size of the club's current year's membership.
- c. Membership fees shall be paid by the 3<sup>rd</sup> day of June of the current year, for all playing members registered to that date.
- d. By the 3<sup>rd</sup> day of September of the current year, the affiliated club shall pay the balance, if any, based on the final number of playing members. There shall be no refund of membership fees.

6. *Duties of Members*

- a. Every member must uphold the Constitution and comply with the Bylaws of the Association.
- b. In order to remain in good standing in the Association, a member shall be in current status with respect to payment of all dues.

7. *Withdrawal, Suspension & Expulsion*

- a. An affiliated club shall have the right to withdraw its affiliation from the Association. However, for a withdrawal to be effective a written notice of withdrawal must be delivered to the Secretary of the Association. Moreover, the club shall be responsible for all membership fees for the year in which the request for withdrawal is received by the Association.
- b. An affiliated club shall cease to be a member of the Association on being expelled or for being delinquent in paying dues within 30 days of due date (that is, the 3<sup>rd</sup> day of September of the current year).
- c. Any complaint made against an affiliated club must be in writing, signed by the complainant(s) and lodged with the Secretary of the Association, who must present the complaint to the Board of Management at its next meeting.
- d. The Board of Management shall consider the complaint and by a secret vote of not less than two thirds of its members present at any of its meetings may decide to suspend or terminate the Club's affiliation in the Association.
- e. The decision of the Board of Management may be appealed by the affected member. The Board of Management may then reconsider its decision and confirm, amend, or abandon its decision. If confirmed or amended, the affected member (that is, the club) may then appeal the decision to a general meeting where the Association members after considering the matter may grant or disallow the appeal.
- f. An affiliated club may be expelled by a special resolution of the Association members passed at a general meeting provided that:
  - i. the notice of special resolution for expulsion together with a brief statement of the reasons for the proposed expulsion is given to the member club (that is, the Secretary of the club) at least fourteen (14) days prior to the general meeting; and

- ii. the representative of the member club that is the subject of the proposed resolution for expulsion is given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **Part 3 – Management**

#### *8. Composition of the Board of Management*

- a. The Board of Management shall be comprised of the Executive Committee and a *maximum of ten* Directors, but *never less than six (6)* Directors.  
*Nevertheless, no act or proceeding of the Board of Management is invalid by reason of there being less than the prescribed number of directors in office.*
- b. The Board of Management must be elected at the Annual General Meeting and shall remain in office until the next Annual General Meeting. Retiring members of the Board of Management shall be eligible for re-election.
- c. Candidates for election to the Board of Management must be members in good standing of an affiliated club of the Association for at least ninety (90) days prior to the election date.
- d. A member of the Board of Management who fails to attend three (3) consecutive meetings duly convened shall, cease to be member of the Board of Management, unless a satisfactory reason is provided for the absence.

#### *9. Mandate of the Board of Management*

- a. The Board of Management must take action it deems appropriate to accomplish the purposes of the Association stipulated in the Constitution. Accordingly, the Board of Management shall have the power to:
  - i. Make and enforce rules for conducting Association competitions/tournaments and settling disputes.
  - ii. Oversee the conduct of the affairs of the Association.
  - iii. Ensure that all obligations and duties are fulfilled in accordance with the Bylaws.
- b. Any member of the Board of Management may be removed from office for cause by a vote of not less than two thirds of the remaining members of the Board of Management.
- c. Should a vacancy occur on the Board of Management through resignation or otherwise, the remaining members shall have the power to appoint a member in good standing of an affiliated club of the Association to fill the vacancy for the remaining term of office.

#### *10. Composition of the Executive Committee*

The Executive Committee shall be comprised of the following:

- a. The President
- b. The 1<sup>st</sup> Vice-President
- c. The 2<sup>nd</sup> Vice-President
- d. The Secretary
- e. The Treasurer
- f. A Past President

#### *11. Mandate of the Executive Committee*

The Executive Committee shall have the responsibility and the authority to carry out the day-to-day business affairs of the Association.

##### *a. Duties of the President*

- i. The President shall be the Chief Executive Officer and shall supervise and guide other officers in the conduct of their duties relating to the affairs of the Association.
- ii. The President must be kept apprised of all activities of the Association.
- iii. The President shall sign all official documents requiring the President's signature.

- iv. The President shall be an ex-officio member of all Committees.
  - v. The President shall preside at all meetings of the Association.
  - vi. The President shall have no vote at any meeting, but shall have a casting vote in case of a tie.
  - vii. The President shall submit a written report to the Annual and Semi-Annual General Meeting.
  - viii. The President shall ensure that within two weeks after every Board of Management/Executive Committee Meeting a complete and accurate copy of the minutes of the business transacted, and the Association financial statements presented at these meetings are circulated to every member of the Board of Management.
- b. *Duties of the 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents*  
The 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents shall assist the President or other Directors in the performance of their duties. In the absence of the President the 1<sup>st</sup> or the 2<sup>nd</sup> Vice-President shall assume all the duties of the President. The Vice-Presidents shall submit a written report to the Annual and Semi-Annual General Meeting.
- c. *Duties of the Secretary*  
The Secretary must do the following:
  - i. conduct the correspondence of the Association;
  - ii. issue notices of all meetings of the Association and directors;
  - iii. keep minutes of all meetings of the Association and directors;
  - iv. have custody of all records and documents of the Association except those required to be kept by the Treasurer;
  - v. maintain an accurate and complete register of affiliated clubs and the representatives of these clubs and their contact information; and
  - vi. ensure compliance with the reporting requirements under the current *Societies Act*.
- d. *Duties of the Treasurer*  
The Treasurer must
  - i. keep the financial records, including books of account, in accordance with generally accepted accounting principles,
  - ii. open and maintain account(s) in a Chartered Bank or a Credit Union as authorized by the Board of Management,
  - iii. prepare and submit an annual operating budget for approval at the Semi-Annual General Meeting,
  - iv. ensure that all monies due and payable to the Association are received and deposited in the Association account(s),
  - v. ensure that expenses of the Association are paid only after receiving the appropriate authorization,
  - vi. ensure that all payments by cheque, bank draft or any other financial instrument bear two authorized signatures,
  - vii. keep records of every transaction affecting the financial position of the Association,
  - viii. submit at the Board of Management meetings periodic financial statements (that is, a statement of operation for the period, and a statement of financial position at the end of the period), and
  - ix. provide a complete period-end financial statements (that is, a statement of operation for the period, and a statement of financial position at the end of the period) to the members at the Annual Meeting of the Association.

## 12. *Director to Bowls BC*

The Association shall appoint a Director to Bowls BC as stipulated by Bowls BC bylaws. The Director shall be elected by the Board of Management at the first meeting of the Board of Management held after the Annual General Meeting of the Association. The Director attends all

Bowls BC Board of Management meetings, represents the V&DBA and acts as liaison between the two organizations.

*13. Committees*

- a. At the first meeting of the Board of Management held after each Annual General Meeting of the Association, the Board of Management must establish standing or ad-hoc committees as it considers necessary to carry out the services or programmes of the Association.
- b. The Board of Management shall approve the terms of reference for all Committees.
- c. The Chairs of all Committees, to be elected from among the directors, shall select their own committee members as necessary.
- d. Committee Chairs shall submit a written report at the Annual and Semi-Annual General Meeting.

**Part 4 – Meetings**

*The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members of the Association, or directors entitled to receive notice, shall not invalidate proceedings at that meeting.*

*14. Board of Management/Executive Committee Meeting*

- a. The Board of Management or the Executive Committee meeting shall be established according to a pre-determined schedule or convened at the call of the President.
- b. The Secretary shall communicate the date, time and place of the meeting to the members or it may be set at the previous meeting.
- c. Questions arising at these meetings shall be decided by a majority vote.

*15. Semi-Annual General Meeting*

- a. The Semi-Annual General Meeting shall be held *before the end of 1<sup>st</sup> week in April* each year.
- b. The Secretary must give notice in writing at least fourteen (14) days prior to the meeting stating the date, time, place and agenda of the meeting.

*16. Annual General Meeting*

- a. The Annual General Meeting must be held *before the end of November* each year.
- b. The Secretary must give notice in writing at least fourteen (14) days prior to the meeting stating the date, time, place and agenda of the meeting.

*17. Extraordinary General Meeting*

- a. An Extraordinary General Meeting may be ordered by the Board of Management.
- b. On the requisition of ten or more of the affiliated clubs in good standing, the Board of Management must convene an Extraordinary General Meeting promptly.
- c. The requisition referred to hereinabove must be in writing, signed by all representatives of the clubs involved, state the purpose of the requested meeting and must be transmitted to the Secretary of the Association twenty-one (21) days prior to the meeting.
- d. The Association members shall be given fourteen (14) days written notice stating date, place and time as well as the nature of the business to be transacted.
- e. Only the business specified in the notice may be transacted at an Extraordinary General Meeting.

**Part 5 – Quorums**

18. A quorum at the Annual, Semi-Annual or Extraordinary General Meeting shall be TEN affiliated members in good standing or 50% of all affiliated members, whichever is less.
19. Seven (7) or 50% of directors shall form a quorum for Board of Management meetings.
20. Three (3) officers shall constitute a quorum for Executive Committee meetings.

**Part 6 – Voting**

21. Each member in good standing shall have ONE VOTE at general meeting of the Association.
22. Each member in good standing is entitled to nominate ONE representative to a general meeting of the Association.
23. Each nominee of an affiliated club in good standing present at the meeting shall have ONE vote to be cast on all matters to be decided by a majority vote
24. Voting at general meetings shall be by show of hands, or by secret ballot if so requested by the majority of voting representatives present.
25. Voting on matters concerning expulsions or dismissals of members or officials must be by secret ballot.
26. Voting by *proxy* is prohibited.

#### **Part 7 – Nomination Committee**

27. The Board of Management shall appoint, no later than the 15<sup>th</sup> day of April each year, a Nomination Committee. The Committee shall comprise of the Past President and two directors currently on the Board of Management of the Association. The Committee Chair shall be the said Past President. The Committee shall draw up a list of nominees for the coming year.
28. The Nomination Committee Chair shall place before the Annual General Meeting the names of nominees who have consented to stand for a position as indicated in the nomination form.
29. The Nomination Committee Chair shall conduct the election for all positions, and shall call for further nominations from the floor for each of the positions. Any representative of an affiliated club in good standing present at the meeting may nominate another individual member in good standing from any of the affiliated clubs of the Association, provided that the new nominee is present in person at the Annual General Meeting and expresses his/her consent to stand for election.

#### **Part 8 – General**

30. *Membership year*  
Membership in the Association shall be on a yearly basis commencing on the *1st of October* and ending on the *30th of September* of the following year.
31. *Financial year*  
The financial year of the Association shall be the twelve (12) month period commencing on the *1<sup>st</sup> of October* and ending on the *30<sup>th</sup> of September* of the following year.
32. *Remuneration of Officers and Directors*  
No remuneration or honorarium shall be paid, unless voted on by a two thirds majority of the representatives at a general meeting.
33. *Expenses*  
All reasonable out of pocket expenses incurred by a director in conducting the affairs of the Association shall be reimbursed according to the policy and procedures approved by the Board of Management.
34. *Auditor*
  - a. The Board of Management may appoint an auditor.
  - b. Upon approval of a resolution passed by a majority of not less than two thirds of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person at a duly convened general meeting of the Association, the Board of Management shall appoint an auditor without delay.
  - c. The auditor's Terms of Reference to be approved by the Board of Management must include :
    - i. the purpose of the audit;
    - ii. the nature and scope of the auditor's work to be carried out; and
    - iii. the recipient of the auditor's report.

35. *Laws of the Sport of Bowls*

The Association shall adopt the Laws of the Sport of Bowls as laid down by World Bowls subject to Conditions laid down by the National Authority and to the Conditions of Play for Association events.

36. *Changes to Bylaws*

Special Resolution must be passed to effect any changes to the Bylaws. Such a resolution must be passed by a majority of not less than two thirds of the votes of those representatives of the affiliated clubs of the Association who, being entitled to do so, vote in person at a duly convened general meeting of the Association.

37. *Dissolution of the Association*

- a. The business of the Association shall be carried out without the purpose of gain for individual(s) and any profits or accretions to the Association shall be used for promoting its purposes.
- b. In the event of the winding up or the dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given to one or more bowls organizations (members clubs, district/provincial associations) as determined by the Board of Management.

38. *Rules of Order and Societies Act*

All meetings shall be conducted according to the latest version of Robert's Rules of Order, provided that they do not conflict with the Constitution and Bylaws of the Association. Matters not covered in the Constitution and Bylaws of the Association shall be governed by the current *Societies Act*.

39. *Inspection of Association Records*

The Association records including the books of accounts may be inspected by any member in good standing upon serving a fourteen (14) days notice in writing to the Secretary of the Association.