

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is Tri City Youth Basketball Association.
2. The purpose of the Society is to develop, promote, administer and support the playing of basketball in the communities of Coquitlam, Port Coquitlam and Port Moody.
3. The activities and purposes of the Society shall be carried on without purpose of gain for the members and any income, profits or other accretions to the Society shall be used as and when determined by the directors of the Society in promoting the purposes of the Society. This provision is alterable.
4. In the event of winding up or dissolution of the Society, all funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be distributed to the TRI-CITY KIDSPORT FUND as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provision, then such funds shall be distributed to such one or more registered charities as may be determined by the members of the Society at the time of winding up or dissolution. This provision is alterable.
5. Except for any provision, expressly stated to be unalterable, this constitution may be amended, added to or otherwise altered in accordance with the Society Act (British Columbia). However, all provisions of this constitution, other than the name and purposes of the Society, must state whether or not the provision is alterable or unalterable. This provision is unalterable.

BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters required to be addressed pursuant to the provisions of the Society Act and any other bylaws.

Part 1 – Interpretation

1. (1) In these by-laws, unless the context 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; and
 - (c) “registered address” of a member means his address as recorded in the register of members.

(2) The definitions in the Society Act on the date these by-laws become effective apply to these-by-laws.

Part 2 - Membership

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with the by-laws, and who in either case have not ceased to be members.
4. Parent(s) and/or guardian(s) of players currently registered in the Society's programs and those who volunteer services to the Society shall be members.
5. A person, corporation or society may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
6. Every member shall uphold the constitution and comply with these by-laws.
7. The directors may from time to time set fees, dues, subscriptions or levies, if any, to be paid by members.
8. 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 on his being found to be incapable of managing his own affairs by reason of mental or physical infirmity, or in the case of a corporation, on dissolution;
 - (c) on being expelled according to Section 9; or
 - (d) on having been a member not in good standing for 12 consecutive months.
9. The directors may expel, suspend or otherwise discipline any member who in their opinion is guilty of conduct which is improper or unbecoming for a member of the Society, or is likely to endanger the interest or reputation of the Society or is a breach of these by-laws but the directors may not expel, or otherwise discipline any member until that member has been notified of the proposed action and has been given an opportunity to be heard by the directors.
10. All members are in good standing except a member who has failed to pay his current annual membership fee, if any, or any other fee, due subscription, levy, or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
11. Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.

Part 3 – Meetings of Members

12. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
13. Every general meeting, other than an annual meeting, is an extraordinary general meeting.
14. The directors may, whenever they think fit, convene an extraordinary general meeting.
15. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business.

(2) 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.
16. The annual general meeting of the Society shall be held at least once in every calendar year, and not more than 15 months after the adjournment of the previous annual meeting.
17. A resolution in writing, signed by all the members of the Society, and placed with the minutes of the members is as valid and effective as if passed at a properly convened meeting of the members.

Part 4 – Proceedings at General Meeting

18. Special business is:
 - (a) all business is 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 auditors, if required; and
 - (vii) such other business as, under these by-laws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
19. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time, during a general meeting, initially convened or during any adjourned meeting, there ceases to be a quorum present then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) Subject to section 20 a quorum is 15 members in good standing.

20. 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 as defined in Section 19(3) is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided that there are at least 3 members present.

21. The president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting, but 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 the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

22. (1) 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.

(2) When a meeting is adjourned for 21 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting except as provided in this by-law.

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

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member.

24. (1) A member in good standing present at a general meeting is entitled to one vote.

(2) Voting is by show of hands subject to 28(2).

(3) A member in good standing may in writing appoint another member in good standing as proxy, and such proxy may vote on behalf of the other member at a general meeting, but any form of proxy purporting to entitle the proxy to vote at other than one meeting and any adjournments thereof is void.

25. The authorized representative of a corporate member is entitled to speak, vote and in all other respects exercise the right of the corporate member, and that representative shall be recognized as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors

26. (1) 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 general meetings but subject, nevertheless, to the provisions of

- (a) all laws affecting the Society;
- (b) these by-laws; and
- (c) rules passed by the resolutions of the members, not being inconsistent with these by-laws, which are made from time to time by the Society in general meetings.

(2) No rule made pursuant to Section 26(1)(c) invalidates a prior act of the directors that would have been valid if that rule had not been made.

27. (1) The members may by ordinary resolution from time to time determine the number of directors and their length(s) of term, but there shall be at least 3 directors serving terms of 2 years.

(2) Any member in good standing is eligible for election or appointment as a director.

(3) A director may resign by sending a notice in writing to the Society.

(4) The directors may expel a director who is absent without reasonable excuse from 3 successive meetings of the directors.

(5) Any director who is expelled from membership in the Society or who ceases to be a member in good standing is deemed to have resigned as director.

28. (1) A director shall retire from office at the end of their term at the coinciding annual general meeting at which time their successors shall be elected, and a retiring director is eligible for re-election.

(2) An election may be by acclamation; otherwise it may be by show of hands unless a member in good standing demands a ballot vote in which case the election shall be by ballot.

(3) If no successor is elected or appointed the person previously elected or appointed continues to hold office.

29. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors until the next annual general meeting.

(2) 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.

30. (1) 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 until the next annual general meeting.

(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

31. 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, **but** no director shall be removed until he has been given notice of the proposed action and an opportunity to be heard by the members at a general meeting.

32. Unless otherwise provided by these bylaws, no director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society provided that such expenses are approved by the directors. Subject to the Society Act, the Society may purchase and maintain insurance for the benefit of a director against personal liability incurred by him as a director, at the discretion of the directors.

Part 6 – Proceedings of Directors and Committees

33. (1) The directors may meet together at such places as they think fit, adjourn and otherwise regulate their proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall chair all meetings of the directors; but if at any meeting the president is absent, the vice-president shall chair the meeting and if neither is present the directors present may choose one of their number to chair that meeting.

(4) The President shall, on the request of any two directors, convene a meeting of the directors.

34. (1) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit.

(2) A committee formed pursuant to Section 34(1) and the exercise of the powers delegated to it by the directors 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 directors as required by the directors.

35. (1) Questions arising at any meeting of the directors or of any committee created pursuant to Section 34(1) shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman shall not have a second or casting vote in addition to the vote already exercised.

36. Subject to the terms of reference for a committee constituted pursuant to Section 34, a committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is absent, the members of the committee who are present shall choose one of their number to be chairman of the meeting.

37. The members of a committee may meet and adjourn as they think proper.

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 made by letter, telegram or fax, 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 is required to 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.

40. Questions arising at a meeting of directors or a committee constituted pursuant to Section 34 need not be seconded and the chairman of a meeting may move or propose a resolution.

41. A resolution in writing, signed by all the directors and placed with the minutes of the directors' meetings is as valid and effective as if passed at a properly convened meeting of the directors.

Part 7 – Duties of Officers

42. The directors shall appoint such persons as they see fit to hold the offices of president, vice-president, secretary and treasurer, such offices to be held at the pleasure of the directors.

43. (1) The president shall at all times be one of the directors.

(2) The president shall chair all meetings of the Society and of the directors.

(3) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

44. The vice-president shall carry out the duties of the president in the absence of the president.
45. 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 directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society, if any; and
 - (f) maintain the register of members.
46. The treasurer shall
- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act; and
 - (b) render financial statements to the directors, members and others when required.
47. In the absence of the secretary from a meeting, the chairman shall appoint another person to act as secretary at the meeting.
48. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
49. The directors may appoint other such officers, consultants, committees, agents or persons as they think fit, and define the duties, responsibilities, remuneration and authority of such persons. Any person described above may receive remuneration for acting in such positions as appointed by the directors of the Society regardless of whether or not they are also a director of the Society.

Part 8 - Seal

50. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
51. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and any other director, the vice-president and any other director, or the secretary and any other director.

Part 9 - Finances

52. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise money in such manner as they decide other than borrowing and in particular but without limiting the generality of the foregoing, by charging registration fees for player participants in basketball programs.
53. The Society shall not have the power to issue debentures.
54. The directors may invest the funds of the Society in any chartered bank, trust company or credit union registered to carry on business in British Columbia which they in their sole discretion consider in the best interests of the Society.

Part 10 – Auditor

55. This Part applies only where the Society is required or has resolved to have an auditor.
56. The members, by ordinary resolution, shall appoint an auditor mutually at the annual general meeting, and shall fill any vacancy in the office of the auditor.
55. An auditor may be removed at any time by a special resolution of the members or by a 3/4 vote of the directors.
57. An auditor shall be informed forthwith in writing of appointment or removal.
58. The auditor may attend and speak at general meetings and is entitled to receive every notice and other communication relating to a meeting that a member is entitled to receive in like manner as a member.
59. Documents of the Society shall be kept at the registered office unless the directors resolve otherwise and provided such alternate location is not prohibited by law.

Part 11 - Records

60. A director and the auditor may inspect documents of the Society during normal business hours..
61. A member may inspect any documents of the Society during normal business hours at the place where the records of the Society are kept if he has served the Society with 5 clear days a notice of intention to inspect, in writing, stating the documents to be inspected but the directors may determine that no member may inspect minutes of a meeting of the directors or a committee constituted pursuant to Section 34.
62. Upon request, members and directors shall be given copies of any documents open to their inspection upon payment of such reasonable reproduction costs as may be set by the directors from time to time, but such amount shall not exceed \$0.50 per page, or such amount per page copied as may be permitted by the Society Act.

Part 12 – Notices of Members

63. A notice may be given to a member either personally or by email, or by posting to the society's web site, or by other electronic means
64. Notice may be given to the directors either personally or by email, or by other electronic means, or by mail to them at their respective addresses or to the Society by mail to the registered address of the Society.
65. A notice sent by email shall be deemed to have been given on the day 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.
66. 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.

Part 13 - By - laws

67. On being admitted to membership, a member is entitled to and the Society shall give him free access to a copy of the constitution and by-laws of the Society.
68. These by-laws shall not be altered or added to except by special resolution.