

## CONSTITUTION

- 1) The name of the Society is “**DELTA LACROSSE ASSOCIATION**”.
- 2) The purposes of the Society are:
  - a) To promote, teach and perpetuate the game of lacrosse;
  - b) To teach sportsmanship to the participants and to emphasize the necessity of fair play;
  - c) To teach mutual respect among players, officials, coaches and spectators;
  - d) To develop community spirit among all of the aforementioned persons;
  - e) To purchase, own, store, rent, borrow, loan or otherwise acquire, obtain and provide equipment (including but not limited to protective equipment, field equipment and training equipment) sporting goods, uniforms and other clothing, materials or supplies (including medical supplies, office supplies and other supplies) for use by or in connection with, in support of or incidental to the Society’s operations, lacrosse programs and related activities;
  - f) To fund, facilitate, equip and carry on activities in support of the lacrosse programs operated or offered by the Society, including but not limited to funding travel expenses, expenses related to educating, training, coaching and teaching of players and others participating in the sport of lacrosse as members of or in association with the Society and related activities, and to purchase, replace, repair or maintain equipment, training resources and facilities that are beneficial to or used in connection with the Society’s operations, lacrosse programs and related activities;
  - g) To receive gifts, bequests, trusts, funds and property and beneficially, or as a trustee or agent, to hold, invest, develop, manage, use, spend, apply, administer and distribute funds and property for the purposes of the Society and generally, for and to the benefit of Society’s operations, lacrosse programs and related activities;
  - h) To fund post-secondary educational or training scholarships, grants or bursaries for the benefit of individuals, who have participated in or who are otherwise involved with the Society’s operations, lacrosse programs and related activities, in such amounts, at such times, and otherwise on such terms and pursuant to such criteria as may be determined from time to time by resolution of the Board or as may be directed by ordinary resolution of the Society; and
  - i) To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes.

3) The activities of the Society shall be carried out without purpose of profit or gain for its members, and any profits or other accretions to the Society shall be used for promoting the purposes of the Society. The provisions in this paragraph 3) are unalterable.

4) Upon the winding-up or dissolution of the Society, any funds, property or other assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution and after payment of any debts of the Society, shall be distributed to such one or more organizations (each referred to as a “Qualified Recipient” or “Qualified Recipients” if more than one) each of which is either a society having a charitable purpose within the meaning of the *Society Act*, R.S.B.C. 1996, c. 433, as amended or replaced from time to time, or a registered charity or non-profit organization that qualifies for tax exemption under paragraph 149(1)(f) or (l) of the *Income Tax Act* (Canada), as amended or replaced from time to time, and each of which has organizational objects or purposes of a similar nature to the purposes of the Society or has other socially beneficial purposes as determined by resolution of the Board.

Any of such funds, property or other assets which had originally been received by the Society for specific purposes shall, to the extent practicable and possible, be distributed to such one or more Qualified Recipients each of which has organizational objects or purposes of a similar or compatible nature to such specific purposes, as determined by resolution of the Board. The provisions of this paragraph 4) are unalterable

# SOCIETY ACT

## BYLAWS

### PART 1 – INTERPRETATION

#### **1.1 Definitions - In these Bylaws, unless the context otherwise requires:**

- a) “Address of the Society” means the address of the Society as filed from time to time with the Registrar of Companies;
- b) “Age of majority” has the meaning given to such term pursuant to the *Age of Majority Act*, RSBC 1996, Chapter 7, as amended or replaced from time to time and for this purpose unless otherwise provided pursuant to the *Age of Majority Act*, RSBC 1996, Chapter 7, as amended or replaced from time to time) a person reaches the age of majority on becoming age 19;
- c) “Board” means the board of directors of the Society;
- d) “Board resolution” means:
  - i) A resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and entitled to vote in respect of such resolution; or ii) A resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- e) “Bylaws” means the bylaws of the Society as contained in this document, and as may be subsequently, amended, altered or replaced in accordance with the Society Act and filed with the Office of the Registrar of Companies;
- f) “Constitution” means the constitution of the Society as filed with the Office of the Registrar of Companies;
- g) “Delta” means that geographic area in the Metro Vancouver region of the Province of British Columbia, Canada, commonly known as Delta and which is within the jurisdiction of The Corporation of Delta, a Municipal Corporation under the “Community Charter”. Without limiting the generality of the foregoing, Delta includes the communities commonly known as Ladner, North Delta, and Tsawwassen.
- h) “Directors” means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “director” means any one of them;
- i) “Income Tax Act” means the Income Tax Act (Canada), as amended or replaced from time to time;
- j) “In writing” includes, but is not limited to, a written or typed consent, communication or notice given by electronic mail, facsimile transmission or other electronically produced means (including a photo scanned copy of an original document) and a consent, communication or notice as

executed, given and/or received by the requisite person(s) in such manner shall be legally binding and effective as if an original, manually executed consent, communication or notice in writing was presented in lieu of such written or typed consent, communication or notice executed, given and/or received by electronic mail, facsimile transmission or other electronically produced means (including a photo scanned copy);

- k) “Members” means the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;
- l) “Member in good standing” means in respect of any period of time or times, a member (1) other than a member who is not in good standing under these Bylaws, and (2) who has fully paid to the Society the prescribed membership fees and all other amounts payable to the Society pursuant to these Bylaws or a policy directive or operating policy approved by the Board and in effect at that time or times;
- m) Player Age Categories for the purposes of these Bylaws:

“**BCLA**” means the *British Columbia Lacrosse Association* or a successor organization;

“**Delta Minor Player**” means a player who is both (1) eligible pursuant to by BCLA’s constitution, bylaws and operating policies in effect from time to time and (2) fully registered (with registration fees paid in full) to play for a team operated by the Society in the Minor Divisions and “Delta Minor Player” includes a Grandfathered Player in one of the Minor Divisions;

“**Grandfathered Player**” means a player who (1) is not a resident of Delta or such other area as may be designated by the BCLA for the purposes of determining the player’s eligibility to play for a team operated by the Society; (2) is nevertheless entitled pursuant to by BCLA’s bylaws and operating policies in effect from time to time to play for a team operated by the Society, including but not limited to obtaining and delivering required waivers, approvals, consents or player releases; (3) has fully paid all registration fees, membership fees and other amounts due to the Society; and (4) is otherwise approved by the Board as being eligible to play for a team operated by the Society;

“**Female Junior Box Player**” means a female player aged seventeen to twenty-one years of age as determined prior to January 1 of each playing year and who is not otherwise a Minor Box player and includes a Grandfathered Player in such playing division;

“**Minor Divisions**” refers to Midget and younger age divisions for box lacrosse and to Junior U19 and younger age divisions in field lacrosse, each as determined by BCLA’s operating policy as amended and in effect from time to time;

“**Minors**” refers to players and teams of players in Minor Divisions;

“**Minor Box Player**” means a player in one of the Minor Divisions for box lacrosse;

**“Women’s Field Player”** means a female player aged five to eighteen years of age as determined prior to January 1 of each playing year and includes a Grandfathered Player in such age division; and

**“Youth Field Player”** means a player in one of the Minor Divisions for field lacrosse and includes a Grandfathered Player in one of the Minor Divisions for field lacrosse;

Provided that if any of the foregoing definitions or age categories conflicts with the corresponding definition applied to applicable player ages or categories by BCLA pursuant to BCLA’s Constitution, Bylaws or operating policies, as the case may be, as amended and in effect from time to time, then any such definition or age category above shall be modified to the extent necessary in order to comply with the corresponding definition applied to such definition or age category by BCLA and unless otherwise determined by BCLA, the playing year shall be from January 01, to December 31<sup>st</sup> in any calendar year.

- n) “Registered address” with respect to a person who is a member or director of the Society means the address of that person as recorded in the Society’s register of members or the register of directors, as the case may be;
- o) “Registrar of Companies” means the Registrar of Companies of the Province of British Columbia;
- p) “Society” means the Delta Lacrosse Association;
- q) “Society Act” means the *Society Act*, R.S.B.C. 1996, c. 433, as amended or replaced from time to time;

### **1.2 Society Act Definitions:**

Except where they conflict with the definitions contained in these Bylaws, the definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws and the constitution.

### **1.3 Interpretation by the Board :**

For the purposes of these Bylaws, if there is any question as to the meaning, interpretation or application of the terms “family” or “per family” in any circumstance arising with respect to these Bylaws, then the question may be submitted to the Board by any member and the decision of the Board acting reasonably and in good faith will govern.

## **PART 2 – MEMBERSHIP**

### **2.1 Members**

The members of the Society shall be the subscribers to the constitution and by-laws, and those persons who subsequently have become members, in accordance with these by-laws, and, in either case, have not ceased to be members.

## **2.2 Application for Membership**

- a) Application for membership in the Society shall be open to any parent or guardian of a Delta Minor Player who is registered with the Society. Applications for membership shall ordinarily be made at the time of player registration and a signature of each parent or guardian making such application will be required on the prescribed form and with the payment of a prescribed fee, if any, will constitute membership in the Society. Only one parent or guardian of a registered player(s) will be considered a voting member and only one vote shall be granted and permitted per family.
- b) Application for membership in the Society shall be open to any parent or guardian of an Intermediate Box Player who is registered with the Society. Applications for membership shall ordinarily be made at the time of player registration and a signature of each parent or guardian making such application will be required on the prescribed form and with the payment of a prescribed fee, if any, will constitute membership in the Society. Only one parent or guardian of a registered player(s) will be considered a voting member and only one vote shall be granted and permitted per family.
- c) Application for membership in the Society shall be open to any Delta Female Junior Player, who has reached the age of majority and is registered with Society. Applications for membership shall ordinarily be made at the time of payment in full, of the players' registration fee and signature on the prescribed form. All such Delta Female Junior Players who have made application for membership in the Society will upon acceptance by the Board and payment of the fee(s) as set by the Board become voting members of the Society for the year registered.
- d) All elected and appointed officials and adult coaches who do not otherwise qualify under Sections 2.2 a); 2.2 b) or 2.2 c) may make application for membership in the Society and upon acceptance by the Board and payment of the fee prescribed by the Board will become voting members for the year registered.
- e) All players who have not reached the age of majority on payment of the fee(s) as set by the Board, are members of the Society for the year registered, but are not voting members.
- f) If a player needs to be released as a player under the jurisdiction of the Society by reason that the Society is unable to operate a team in the playing division applicable to that player( as determined by the Board in compliance with the BCLA's bylaws or operating policy in effect at such time), then upon release of the player by the Society on conditions acceptable to the Society, that player or the parent or guardian of that player if otherwise a member of the Society before such release may remain a member of the Society for the remainder of the year for which the player was registered prior to such release provided that the amount of the Annual membership dues payable by members of the Society then in effect shall be paid to the Society or retained by the Society from the amount if any to otherwise to be refunded to or on behalf of such player.
- g) Only those members who have been members for a period of at least 30 days prior to the date on which a general meeting of the members of the Society is held are eligible to: (1) vote at that general meeting; and (2) stand for election for an office or other position to be voted on at such meeting (if applicable)

### **2.3 Expulsion of Member**

A member may be expelled by a special resolution, provided that:

- a) The notice given to members of the meeting called to consider such special resolution shall contain a brief statement of the reasons for the proposed expulsion; and
- b) The member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at such meeting before the special resolution is put to a vote.
- c) Notwithstanding the foregoing, a member may be suspended at any time upon notice from the Board when a majority of the Board (other than a director or officer who is the member concerned) determines acting reasonably and in good faith that such member is:
  - (1) not acting in the best interest of the Society or
  - (2) acting or failing to act in a manner that is detrimental, damaging or prejudicial to the purposes of the Society.

Then in that event the said member shall stand suspended from membership in the Society upon such terms and conditions as the Board determines acting reasonably and in good faith (including but not limited to restriction or prohibition from access to facilities or participation in lacrosse programs or related activities) pending appeal to the members at the next duly convened general meeting of the members of the Society and at such meeting the members may determine by special resolution whether to revoke, vary or continue the terms or conditions of the member's suspension or expel the member.

- d) A member who withdraws or is expelled from membership in the Society pursuant to these Bylaws shall forthwith forfeit all rights, benefits, claims, interests, or entitlements arising from or in any way connected to membership in the Society.

### **2.4 Withdrawal of Member**

Any member who desires to withdraw from membership in the Society may notify the Board to that effect and on receipt by the Board of such notice that member shall cease to be a member.

### **2.5 Death or Dissolution of Member**

A person ceases to be a member of the Society upon his or her death or, in the case of a corporation, upon the dissolution or winding-up thereof.

### **2.6 Failure to Pay Dues**

Annual membership dues payable by members may be prescribed from time to time by ordinary resolution. Any member who fails to pay such dues when they become payable may be designated by the Board as a member not in good standing, and any member so designated shall remain not in good standing until the outstanding dues payable by such member are paid in full.

### **2.7 Loss of Membership by Member Not in Good Standing**

A member who remains not in good standing for a period exceeding twelve (12) consecutive months shall thereupon cease to be a member without any further action required by the Board or the members.

### **2.8 Adherence to Bylaws and Constitution**

Every person who becomes a member thereby agrees to uphold and adhere to these Bylaws and the constitution of the Society.

## **PART 3 – MEETINGS OF MEMBERS**

### **3.1 Time and Place of General Meetings**

The general meeting of the Society shall be held at such time and place, in accordance with the Society Act, as the Board shall decide.

### **3.2 Extraordinary General Meetings**

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

### **3.3 Call of Extraordinary General Meeting**

The Board may, whenever it thinks fit, and shall when required pursuant to the Society Act, convene an extraordinary general meeting.

### **3.4 Notice of General Meeting**

The Society shall give not less than 14 days' written notice, by e-mail or otherwise as permitted pursuant to the provisions of Part 12 of these Bylaws, of a general meeting to its members entitled to receive notice; but those members may waive or reduce the notice period for a particular meeting by unanimous consent in writing.

### **3.5 Contents of Notice**

Notice of a general meeting shall specify the place, the day and the hour of the meeting.

### **3.6 Omission of Notice**

The accidental omission to give notice of a general meeting to, or the no receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.



## **PART 4 – PROCEEDINGS AT GENERAL MEETING**

### **4.1 Special Business.**

Special business is:

- a) All business at an extraordinary general meeting except the adoption of the rules of order; and
- b) All business that is transacted at an annual general meeting, except:
  - i) The adoption of the rules of order;
  - ii) Consideration of the financial statements;
  - iii) Consideration of the report of the directors;
  - iv) Consideration of the report of the auditor;
  - v) The election of directors;
  - vi) The appointment of the auditor and
  - vii) Such other business that under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board if the report was issued with the notice of the meeting.

### **4.2 Quorum**

A quorum at a general meeting shall be not less than ten (10) members entitled to attend and vote at such meeting; provided that if within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present and entitled to vote shall constitute a quorum.

### **4.3 Requirement of Quorum**

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

### **4.4 Cessation of Quorum**

If at any time during a general meeting there ceases to be a quorum present, business in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.5 Chair**

The President of the Society, a Vice-President nominated by the Board to act as chair or, in the absence of the President or a Vice-President who has been so nominated, any director nominated by the Board to act as chair, shall preside as chair of a general meeting; provided that if at any general meeting:

- a) Neither the President, a Vice-President nominated by the Board to chair the meeting in the absence of the President, nor any alternate Board nominee is present within 15 minutes after the time appointed for holding the meeting; or
- b) Neither the President, a Vice-President nominated by the Board to chair the meeting in the absence of the President, nor any alternate Board nominee is willing to act as the chair of such meeting, then the members in good standing who are present may choose one of their number to act as chair of that general meeting.

#### **4.6 Alternate Chair**

If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

#### **4.7 Adjournment**

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.

#### **4.8 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

#### **4.9 Motions need to be Seconded**

All resolutions or motions proposed at a general meeting must be seconded before being further considered by the meeting.

#### **4.10 Ordinary Resolution Sufficient**

Any issue at a general meeting which is not required by these Bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.

#### **4.11 Entitlement to Vote**

Only members in good standing, and who are not otherwise designated as non-voting members pursuant to these Bylaws, shall be entitled to vote at general meetings, and each such member shall be entitled to one vote.

#### **4.12 Casting Vote**

The person chairing a general meeting may vote but, if he or she does so and the result is a tie, the person chairing the general meeting shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed not to have been passed.

#### **4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot**

Voting at general meetings shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required and except that election of directors may be by acclamation otherwise it shall be by ballot as provided pursuant to Section 5.6 or 5.14 of these Bylaws, as the case may be.

#### **4.14 Voting by Proxy**

Voting by proxy at general meetings is not permitted.

#### **4.15 Resolutions in Writing**

An ordinary or special resolution consented to in writing may be in two or more counterparts, which together shall be deemed to constitute one document. Such resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed (if signed by the requisite members in counterparts) on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **4.16 Copy of Special Resolution to be filed with the Registrar of Companies**

A copy of any special resolution passed in accordance with these Bylaws shall be filed with the Registrar of Companies in the prescribed form and shall not take effect until such copy is accepted by the Registrar of Companies.

## **PART 5 - DIRECTORS**

### **5.1 Powers of Directors.**

The Board 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 Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- a) all laws affecting the Society (including but not limited to the Society Act);
- b) these Bylaws; and
- c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

## **5.2 Validity of Acts of Directors**

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

## **5.3 Management of Property and Affairs**

The property and the affairs of the Society shall be managed by the Board.

## **5.4 Number and Qualification of Directors**

The number of directors shall be 9 or such greater number as may be determined by special resolution, from time to time at general meeting. Each director must be a member in good standing.

## **5.5 Positions on the Board**

The Directors of the Society shall also be the officers and the following positions (or such other positions as may be determined by special resolution, from time to time at general meeting) will comprise the Board:

- a) President
- b) Vice-President (1<sup>st</sup>) – Minor Box
- c) Vice-President (2<sup>nd</sup>)– Operations
- d) Vice-President (3<sup>rd</sup>) – Field
- e) Vice-President (4<sup>th</sup>)– Coaches
- f) Vice-President (5<sup>th</sup>) – Officials
- g) Registrar
- h) Secretary
- i) Treasurer

## **5.6 Election of Directors**

An election of directors may be by acclamation; otherwise it shall be by ballot. The elected directors shall hold their respective terms in office for a period of two years, in off-setting years, as follows:

- a) In odd-numbered calendar years: Directors for the positions of President, Vice-President-Operations, Vice President-Field, Vice-President-Coaches, and Treasurer shall be elected
- b) In even -numbered calendar years: Directors for the positions of Vice-President-Minor, Vice-President-Officials, the Registrar and the Secretary shall be elected.

If due to a delay in holding an annual general meeting, adjournments or any other reason or cause whatsoever, elections have not been held for the positions of directors whose terms in office would otherwise have expired or commenced in a calendar year as contemplated by this paragraph 5.6, then the elections for those positions will be carried forward until a general meeting of the Society (or any adjournment thereof) is held and in that event all necessary adjustments to the terms of the positions of the directors will be made in order to otherwise give effect to the intentions of this paragraph 5.6.

### **5.7 Duties of President**

The President is the chief executive officer of the Society and shall oversee the other officers in the performance of their duties.

### **5.8 Duties of Secretary**

The Secretary shall be responsible for making all necessary arrangements for:

- a) the issuance of notices of meetings of the Society, the Board, and any Advisory Council;
- b) the keeping of minutes of all meetings of the Society, the Board and any Advisory Council (except as otherwise provided in these Bylaws);
- c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- d) the custody of the common seal of the Society;
- e) the maintenance of the register of members, which may be delegated to the Delta Lacrosse Association registrar; and
- f) the conduct of the correspondence of the Society.

### **5.9 Duties of Treasurer**

The Treasurer shall be responsible for making all necessary arrangements for:

- a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Society Act and the Income Tax Act (Canada); and
- b) the rendering of financial statements to the directors, members and others when required.

### **5.10 Duties of Other Positions on the Board**

The duties of the Vice-Presidents and any other positions on the Board shall be set out and described in a directive issued by the Board or an operating policy of the Society, as amended or replaced from time to time

### **5.11 Absence of Secretary at Meeting**

If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.

### **5.12 Combination of Offices of Secretary and Treasurer**

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

### **5.13 Appointment of Secretary to be Responsible for Minutes and Correspondence**

The Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board, in which event those duties shall, during the term of such appointment, cease to be the responsibility of the Secretary.

### **5.14 Re-Election**

The directors shall retire from office at the annual general meeting at which their respective terms of office are scheduled to expire and their successors are to be elected; provided that until a successor is so elected, the person previously elected or appointed shall (subject to these Bylaws and voluntary resignations) continue to hold office. An election may be by acclamation; otherwise it shall be by ballot.

### **5.15 Appointment by Board**

The Board may at any time and from time to time appoint a member in good standing to act as a director for the purpose of filling a vacancy on the Board. A director so appointed (an "interim director") shall hold office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at such meeting for the balance of the term in respect of the position on the Board for which that interim director was so appointed (but eligibility for re-election shall not preclude that interim director's eligibility for another position on the Board that may be open for election at such meeting).

### **5.16 Removal by Members**

The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete such term of office.

### **5.17 Invalidation of Acts**

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

### **5.18 Cessation of Directors**

A person shall automatically cease to be a director of the Society:

- (a) upon the later of the date his or her resignation in writing is delivered to the Secretary of the Society or to the address of the Society, and the effective date of the resignation stated therein; or
- (b) upon his or her death; or
- (c) upon being removed by a special resolution; or
- (d) upon the election of such person's successor at the next annual general meeting (unless such director is re-appointed at such meeting).

### **5.19 Remuneration of Directors**

A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

### **5.20 Directors May Hold Office or Place of Profit**

A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director, for the period and on such terms as the Board determines. Subject to compliance with the Society Act, no director shall be disqualified by such office from contracting with the Society.

### **5.21 Powers of the Board**

The Board shall have the power to make expenditures and loans, whether or not secured or interest-bearing, for the purposes of furthering the purposes of the Society including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

### **5.22 Board Enabled to Receive Donations**

The Board may take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements, and benefits for the purpose of furthering the purposes of the Society. The Board its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract, or property.

### **5.23 Power to Invest**

If the Board is required to invest funds on behalf of the Society, the Board shall not be limited to investments authorized for trustees found in Section 15 of the Trustee Act of British Columbia, but instead may make any investment available to a natural person of full capacity acting on his or her own behalf.

## **PART 6 - PROCEEDINGS OF THE BOARD**

### **6.1 Procedure of Meetings**

A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined, or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

### **6.2 Quorum**

The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.

### **6.3 Chair of Meetings**

The President of the Society, or in his absence, the **First** Vice-President shall chair all meetings of the Board; but if at any Board meeting neither the President nor the Vice-President is present and willing to act as chair of such meeting within 15 minutes after the time appointed for such meeting, the directors present may choose one of their number to chair that meeting.

### **6.4 Alternate Chair**

If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

### **6.5 Calling of Meetings**

A director may at any time, and the Secretary shall at the request of a director, convene a meeting of the Board.

### **6.6 Notice**

For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

### **6.7 Motions need to be seconded**

All resolutions or motions proposed at a meeting of the Board must be seconded before being considered by the Board.

### **6.8 Simple Majority Sufficient**

Any issue at a meeting of the Board shall be decided by a Board resolution.

### **6.9 Casting Vote**

The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

### **6.10 Procedure for Voting**

Voting at Board meetings shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.



### **6.11 Resolution in Writing**

A Board resolution consented to in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

### **6.12 Waiver of Notice by Absent Director**

A director who contemplates being or is absent from British Columbia may, by letter, facsimile, or electronic mail, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

### **6.13 Issuance of Operations Directive**

On an ongoing basis, but at least annually, the Board shall review and amend as necessary an Operations Directive for use by members of the Society. The Operations Directive shall be made available to all Members on the Association website.

## **PART 7 - ADVISORY COUNCIL**

### **7.1 Constitution of Advisory Council**

The Board may constitute an Advisory Council to provide advice and counsel to the Board on any issue or issues, and may appoint worthy persons to it and determine the terms of each appointment.

### **7.2 Size and Composition**

The Board shall determine the size and composition and specific functions of the Advisory Council.

### **7.3 Powers**

The Advisory Council shall not have the legal powers to direct the acts and operations of the Society.

### **7.4 Meetings**

The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

## **PART 8 - COMMITTEES**

### **8.1 Delegation of Committees**

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.

### **8.2 Rules**

A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act, or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### **8.3 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

### **8.4 Executive Committee**

There may be an Executive Committee consisting of at least two directors.

### **8.5 Power to Transact Business**

Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society between meetings of the Board. The Executive Committee shall meet as directed by the chair of the Executive Committee.

### **8.6 Standing and Special Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

## **PART 9 - SEAL**

### **9.1 Provision for Seal**

The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.

### **9.2 Affixation of Seal to Documents**

The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are so prescribed, in the presence of any two directors.

## **PART 10 - BORROWING**

### **10.1 Powers of Directors**

In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of mortgages or debentures.

### **10.2 Issuance of Debentures**

No mortgage or debenture shall be issued by the Society without the authorization of a special resolution.

### **10.3 Restriction of Borrowing Powers**

The members may by ordinary resolution restrict the borrowing powers of the Board.

## **PART 11 - AUDITOR**

### **11.1 Requirement**

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

### **11.2 First Auditor**

The first auditor shall be appointed by the Board, which shall also fill any vacancy occurring in the office of auditor.

### **11.3 Appointment of Auditor at Annual General Meeting**

At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Society Act.

#### **11.4 Removal of Auditor**

An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Society Act.

#### **11.5 Notice of Appointment**

An auditor shall be promptly informed in writing of his appointment or removal.

#### **11.6 Restrictions on Appointment**

No director or employee of the Society shall be auditor.

#### **11.7 Attendance at Annual General Meeting**

The auditor may attend general meetings.

## **PART 12 - NOTICES**

#### **12.1 Entitlement to Notice**

Notices of a general meeting shall be given to:

- a) every person shown on the register of members maintained by the registrar for the Society as a member on the day the notice is given ;and
- b) the auditor (if any). No other person is entitled to be given notice of a general meeting.

#### **12.2 Method of Giving Notice**

A notice may be given to a member by or on behalf of the Society, the Board or its authorized agents or representatives (including but not limited to division managers or team managers as may be authorized by directive issued by the Board), either by (1) hand delivery to that member or to an adult person at the address of the member provided to the registrar for the Society for purposes of communications, (2) first class mail, postage pre-paid, sent to the postal address provided to the registrar for the Society for purposes of communications, (3) facsimile transmission sent to the facsimile number provided by that member to the registrar for the Society for purposes of communications, (4) electronic mail (including attached documents in an electronic format that represents or reproduces words in visible form) to that member sent to the email address provided by that member to the registrar for the Society for purposes of communications, or (5) any other means permitted pursuant to the Society Act. A notice of any meeting of the Board, the Advisory Council or any committee may be given to a director or other member thereof either by hand delivery, facsimile transmission, electronic mail or by first class mail posted to such person's registered address and posted to the Delta Lacrosse Association website.

### **12.3 When Notice Deemed to Have Been Received**

A notice sent by mail shall be deemed to have been given on the third day following the day upon which the notice was sent by mail. In proving that notice has been sent by mail, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle in British Columbia with adequate postage affixed; provided that if there shall be, between the time of such posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile or electronic mail shall be deemed to have been given on the day it was so delivered or sent. A notice given by any other means permitted pursuant to the Society Act will be deemed to be given on such day as provided for pursuant to the Society Act or its applicable regulations.

### **12.4 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall be excluded, and the day on which the event for which notice is given shall be included, when calculating number of days of notice given.

## **PART 13 - MISCELLANEOUS**

### **13.1 Inspection of Records**

The members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the members, the documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director.

### **13.2 Participation in Meetings**

Any meeting of the Board, the Advisory Council or any committee may also be held, or any director or member of the Advisory Council or the committee may participate in any meeting of the Board, the Advisory Council or any committee, by conference call, or similar communication equipment or device so long as all the directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such directors, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.

### **13.3 Rules Governing Notice Board Resolutions and Ordinary Resolutions**

The rules governing when notice is deemed to have been given set out in these Bylaws shall apply, with the necessary changes as the circumstances require, to determine when a Board resolution shall be

deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

#### **13.4 Right to Become Member of other Society**

The Society shall have the right to subscribe to, become a member of and cooperate with any other foundation, society, corporation, or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

#### **13.5 Not a Reporting Society**

Subject to an order of the Registrar of Companies pursuant to the Society Act stating that the Society is a "reporting society" as defined under the Society Act, the Society shall be deemed not to be a "reporting society".

#### **13.6 Branch Societies**

The Society may establish and maintain one or more branch societies with such powers (not exceeding the powers of the Society) that the Society may confer.

#### **13.7 Not a Subsidiary**

The Society shall be deemed not to be a subsidiary of any other society or corporation.

## **PART 14 - INDEMNIFICATION**

#### **14.1 Indemnification of Directors and Officers**

Subject to the provisions of the Society Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. 'Derelict' shall mean grossly negligent, criminally negligent, or intentionally negligent in tortious conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.

#### **14.2 Indemnification of Directors and Agents**

Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any Society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

### **14.3 Submission to Members for Approval**

The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation by the members at any annual general meeting or extraordinary general meeting called for the purpose of considering the same, and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Society Act or those bylaws) shall be as valid and as binding upon the Society and upon all the members as though it has been approved, ratified and confirmed by every member of the Society.

### **14.4 Default or Neglect by Directors or Officers**

Subject to the provisions of the Society Act, no director or officer for the time being of the Society shall be liable for the- acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.

### **14.5 Advancement of Expenses**

Expenses incurred by any director or officer with respect to any claim, action, suit or proceeding may be reimbursed by the Society prior to the final disposition thereof, subject to such director or officer providing his or her undertaking, satisfactory in form and amount to the Board, to repay such amount if it is ultimately determined that he or she is not entitled to indemnification hereunder.

### **14.6 Approval of Court and Term of Indemnification**

The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities, such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

### **14.7 Indemnification not Invalidated by Non-Compliance**

The failure of a director or officer of the Society to comply with the provisions of the Society Act or of the constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this part.

#### **14.8 Liability Insurance**

The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

## **PART 15 - BYLAWS**

#### **15.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each member shall be entitled to receive from the Society upon request a copy of the constitution and bylaws of the Society.

#### **15.2 Special Resolution Required to Alter or Add to Bylaws**

These Bylaws shall not be altered or added to except by special resolution.

*DATED the 18<sup>TH</sup> day of November 2017*

*Delta Lacrosse Association*