

BASKETBALL BC
CONSTITUTION AND BYLAWS
September, 2016

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BASKETBALL BC CONSTITUTION

1. NAME

The name of the Society is to be Basketball BC

2. The purposes of the Society are:

- a. To foster, promote, encourage and regulate the development of basketball at the provincial level.
- b. To contribute to the development of basketball at the national level.
- c. To promote and encourage participation in basketball as a means to improve fitness and skill levels while developing leadership and sportsmanship
- d. To encourage all interested individuals, associations, and corporations to become members of Basketball BC
- e. To promote and coordinate programs that assist athletes, coaches, officials and administrators in their pursuit of excellence in basketball.

3. The Society shall operate without object of gain for its members or directors, and any profit or other accretions to the Society shall be used in promoting its purposes. This provision is unalterable.

4. Upon the dissolution of the Society, any assets remaining after the Society's debts and liabilities have been satisfied shall be given to a registered charitable organization chosen by members and having, where possible, similar purposes. This provision is unalterable.

5. MISSION STATEMENT

"To provide vision, inspiration and support for all communities to create opportunities for participation and play. Basketball BC's leadership will forge a cohesive, united, organization dedicated to building the great game of basketball."

BASKETBALL BC – BYLAWS

ARTICLE 1 – DEFINITIONS

- 1) In these bylaws, unless the context otherwise requires:
 - a. “board of directors” or “board”, shall mean the Board of Directors of Basketball BC as duly elected or appointed in accordance with these bylaws
 - b. “B.C.” shall mean the province of British Columbia
 - c. “member in good standing” means a member who has paid their required membership fees in accordance with these bylaws
 - d. “provincial office” means the office of Basketball BC
 - e. “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it
 - f. “the Society” means Basketball BC
 - g. “majority vote” means greater than 50%
 - h. “Immediate Family” means Spouse, child or stepchild; and parent and any relative living in the same household as that person
- 2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 3) In this part and all other parts of these bylaws, words importing singular in number or the masculine gender shall include a plural number or the feminine gender as the case may be and vice versa

ARTICLE 2 – PROVINCIAL OFFICE

- 1) The office of the Society must be situated in the Province of British Columbia in such place as the Board may determine.
- 2) The Register Address of the Society shall be as recorded by the Registrar of Companies.

ARTICLE 3 – MEMBERSHIP

3.1 CATEGORIES OF MEMBERSHIP

- 1) There are two types of membership with Basketball BC
 - a. Voting Membership
 - b. Non-Voting Membership

3.2 VOTING MEMBERSHIP CONSISTS OF TWO CATEGORIES:

- 1) Full Member

Any individual may apply for membership in the Society by paying the prescribed membership fee. Full members must reside in B.C. and be 19 years of age or over.
- 2) Life Member
 - a. A person, whether or not a resident of B.C. who has made outstanding contribution to basketball in British Columbia;
 - b. The title shall be conferred on the recommendation of the Board and must subsequently receive a two-thirds (2/3) majority vote at a General Meeting of the Society.
 - c. Shall be a member for life and shall not be required to pay membership fees.
- 3) The Board has the right to grant or deny any application for membership in the Society and its decision is final.

3.3 NON-VOTING MEMBERSHIP – CONSISTS OF TWO CATEGORIES:

- 1) Associate Member
 - a. A corporation, organization or individual that becomes a member of Basketball BC and pays the prescribed fee
- 2) Youth Member
 - a. An individual under nineteen (19) years of age who has paid the prescribed fee.
 - b. All non-voting member categories shall be entitled to the benefits of belonging to Basketball BC

3.4 RIGHT TO VOTE AT AND RECEIVE NOTICE OF GENERAL MEETINGS

- 1) To have the right to vote at a General Meeting, a voting member must have been a member in good standing 30 days prior to the said General Meeting.
- 2) A voting member who is in good standing is entitled to vote at, and receive fourteen (14) days' notice of the General Meeting.
- 3) A non-voting member is not entitled to vote at, but is entitled to receive fourteen (14) days' notice of the General Meeting.

3.5 APPLICATION FOR MEMBERSHIP

- 1) Any application for voting membership shall be made on the Basketball BC website and must contain such information as requested.
- 2) The categorization of an applicant shall be determined by the Directors.

3.6 ANNUAL MEMBERSHIP FEES

Annual membership fees shall be based upon the categorization and classification of membership. Any change to the existing fees will be at the recommendation of the Board.

3.7 TERMINATION OF MEMBERSHIP

- 1) A member shall cease to be a member in good standing of the Society
 - a. By delivering resignation or mailing it to the address of the Society
 - b. Their deaths or in the case of a corporation dissolution
 - c. Cause, as determined by the Board
 - d. If they fail to pay the membership fee in any year on or before the due date affixed by the members at the time of the Annual General Meeting.

3.8 MEMBERS' OBLIGATIONS

All members, and through them all affiliated individuals, associations, players and corporations must abide by the Constitution, Bylaws, Rules and Regulations of Basketball BC.

3.9 EXPULSION OF MEMBERS

- 1) A member of the Society may be expelled by a motion approved by a two-thirds (2/3) or more vote of the Board of Directors at a regular meeting of the Board.

ARTICLE 4 – MEETING OF MEMBERS

General meetings of the Society, which shall include either the Annual General Meeting or an Extraordinary General Meeting, shall be held in accordance with the Society Act, at the time and place that the Directors decide.

4.1 NOTICE

Whenever notice is required to be given, such written notice will be given by letter or delivered by electronic means, such as email or posted on the Basketball BC website subject to the *Electronic Transactions Act* and will be deemed to have been received if given by mail on the fifth day after the mailing of the notice or, if given electronically, the day after the notice is transmitted or posted.

4.2 CHAIR

The President of the Society, a Vice President, or in their absence, one of the other Directors present shall preside as Chair of the General Meeting.

4.3 QUORUM

The quorum for transacting business at an Annual General Meeting or at any Extraordinary General Meeting of the Society shall be ten (10) voting members of whom at least five (5) members shall be from the Board

4.4 BUSINESS WHEN NO QUORUM

- 1) No business other than the election of a Chair 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, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 ADJOURNMENT

- 1) A General Meeting may be adjourned from time to time and from place to place. 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 fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.6 MOTIONS

A motion proposed at a General Meeting of the Society must be seconded.

4.7 VOTING

- 1) The right to vote at a General Meeting of Basketball BC is as set forth herein.
- 2) A voting member is defined in Article 3.2
- 3) Voting on regular business shall be by show of hands of members in good standing at the beginning of the meeting and shall require a simple majority vote of the members personally present and voting.
- 4) The Chair at a General Meeting shall not be entitled to vote but if there is an equality of votes, he shall cast the deciding vote.
- 5) Voting for the election of the Board of Directors shall be by secret ballot. Each voting member shall be eligible to cast one vote for each position to be elected. The nominees with the largest number of votes shall be elected to the Board. Prior to voting for the Board, the chair of the meetings shall name two neutral scrutineers to count ballots. The ballots shall be destroyed when the election results have been officially declared.
- 6) Voting by proxy shall not be permitted

4.8 EXTRAORDINARY GENERAL MEETINGS

- 1) Extraordinary General meetings will follow the terms and conditions as set out in Articles 4.2 to 4.7 inclusive with the following additions:
 - a. The Board may call an Extraordinary General Meeting at any time and place if they, in their discretion, deem such a meeting necessary or desirable.

- b. Notice of the Extraordinary General Meeting shall be given to all members entitled to be present at such a meeting at least fourteen (14) days prior to the date set for the meeting by the Board. This notice should clearly and objectively state the purpose of the meeting.
- c. The Board shall call an Extraordinary Meeting within twenty-one (21) days of the receipt of a petition signed by not less than ten (10) percent of the voting members of Basketball BC requesting such a meeting.
- d. The petition for such a meeting shall:
 - i. Be addressed to the President of Basketball BC
 - ii. Be delivered or sent by registered mail to the provincial office of Basketball BC
 - iii. State the purpose for which the extraordinary general meeting is requested.
- e. When an extraordinary general meeting is called, it shall deal only with business pertaining to the stated purpose of the petition.

4.9 ANNUAL GENERAL MEETING (AGM)

- 1) An Annual General Meeting will be held in each calendar year on a date determined by the Board, and in accordance with the Society Act.
- 2) The notice of an Annual General Meeting of the Society shall be given to the membership at least 14 days prior to the meeting.
- 3) The agenda for the Annual General Meeting shall include, but is not limited to, the following items.
 - a. Call to order
 - b. Ascertainment of Quorum
 - c. Approval of agenda
 - d. Approval of the Minutes of the last meeting
 - e. Business arising out of the minutes
 - f. President's report
 - g. Financial report and financial statements
 - h. Reports of the auditors and appointment of auditors
 - i. Reports as may be directed by the Board
 - j. Election of directors
 - k. Other business
 - l. Adjournment

- 4) Members who wish to ensure that new business is placed on the agenda shall forward notice of such new business to the provincial office so that it is received by the office at least ten (10) days prior to the Annual General Meeting.

ARTICLE 5 – DIRECTORS

5.1 ELIGIBILITY OF DIRECTORS

- 1) Directors of Basketball BC must be full members of Basketball BC who are elected at the Annual General meeting.
- 2) No person is eligible to become or to act as a Director who:
 - a. Is under the age of 19
 - b. Is an employee or contractor of Basketball BC, or is the immediate family member of an employee or contractor of Basketball BC
 - c. Is considered not qualified in accordance with section 44 of the Society Act
- 3) A director ceases to hold office when he is not eligible under this section.

5.2 REMUNERATION

- 1) Directors shall serve as Directors and, where applicable, as officers without remuneration but shall be reimbursed for all expenses reasonably incurred in the performance of their duties as a Director.
- 2) The Board may award special remuneration to anyone undertaking a special task on behalf of the Society.

5.3 NUMBER OF DIRECTORS

- 1) The Board shall consist of a maximum of twelve (12) Directors and a minimum of five (5).
- 2) Three (3) Directors shall be elected at each and every Annual General Meeting for a three year term, and they shall hold office from the date of the election until the conclusion of the Annual General Meeting three years hence. Three (3) Directors shall be elected annually.

5.4 DIRECTORS' POWERS

- 1) The Board has the power to manage the Society, its affairs, properties and assets in order to fulfill its mission and purposes as stated in the constitution
- 2) Without in any way limiting the powers of the Board under these bylaws, the duties and responsibilities of the Board must include, but not be limited to ensuring that:
 - a. The Society's affairs are conducted in a manner that complies with the Society Act
 - b. The Society is operating within approved financial standards and that all books and records of the Society required to be kept by the Society Act, this bylaw or any other statute or law are regularly and properly kept;
 - c. The Society is fulfilling its purpose, mission and mandate.
- 3) The Directors may exercise all such powers and do all such acts and things as Basketball BC may otherwise lawfully direct or require to be done but subject, nevertheless to the provisions of:
 - a. All laws affecting the Society;
 - b. These Bylaws; and
 - c. Rules, not being inconsistent with these bylaws, which are made by Basketball BC.
- 4) No rule, made by this Society invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5) No act or proceeding of the Directors is invalid only by reason of there being less than a prescribed number of Directors in office.

5.5 DUTIES OF DIRECTORS

- 1) It shall be the duty of the President to act as chair at all meetings of the Society and at all managerial committee meetings; to conduct said meeting and to enforce the provisions of the Constitution and Bylaws. The President shall exercise supervision over the affairs of the Society and the activities of its committees.
- 2) It shall be the duty of a Vice President in the absence of the President to perform the President's duties and further assist the President as required.

- 3) It shall be the duty of the remaining Board members to carry out the duties and responsibilities as assigned by the President.

5.6 NOMINATIONS AND ELECTIONS OF DIRECTORS

- 1) All candidates must submit their application for nomination in the form or forms as prescribed by the Nominating Committee prior to the date specified in the notice, which date shall not be less than thirty (30) days from the date of the notice
- 2) All candidates must submit their application for nomination in the form or forms as prescribed by the Nominating Committee signed by two full members as well as the candidate prior to the deadline specified in the notice.
- 3) A member of the Nominating Committee shall chair the election of directors at the AGM.
 - a. The committees' recommendations will be presented
 - b. If the number of presented exceeds the number of vacancies, voting will be done by ballot.
- 4) There are no Board of Director nominations from the floor at the AGM.

5.7 APPOINTMENT OF A TEMPORARY DIRECTOR

- 1) The Board of Directors may, at any time and from time to time, appoint an individual eligible under Section 5.1, 2) to fill any such vacancy
- 2) If a Director resigns their office, or otherwise ceases to hold office, the President, in consultation with the Board, can/may appoint a temporary replacement to fill the vacancy of the former Director.
- 3) A director so appointed, holds office only until the conclusion of the next Annual General Meeting, but such Director is eligible for re-election at the aforesaid meeting and the unexpired portion of the term vacated shall be filled through the nominations and election process prescribed by these bylaws.
- 4) A director may be removed from office by special motion and another director may be elected, or by ordinary motion appointed, to serve until the next Annual General Meeting. Such a special motion requires a two-thirds (2/3) majority vote.

5.8 EXPULSION OF DIRECTORS

A member of the Board may be expelled as a result of action inappropriate and/or in conflict with the aims and objectives of the Society. Expulsion will be established by a majority vote of the Board at a meeting duly called by the President.

ARTICLE 6 – PROCEEDING OF THE BOARD OF DIRECTORS

6.1 OFFICERS

Officers of the Society shall be the President who shall act as the Chair of the Board, a maximum of three (3) Vice Presidents and the Director of Finance.

6.2 ELECTION OF OFFICERS

At the first meeting of the Board following each Annual General Meeting, the Board shall elect, from among themselves, a President, a maximum of three (3) Vice Presidents, and a Director of Finance and shall allocate duties to others as required to carry out the goals of Basketball BC

6.3 DIRECTORS' MEETINGS

- 1) The President shall call a meeting of the Directors as frequently as is required for the dispatch of business, but not less than 4 times in a year.
- 2) The Directors may adjourn and otherwise regulate their meetings and proceeding as they see fit.
- 3) The President shall be Chair of all meetings of the Directors, but if at any meeting the President is not present within thirty minutes after the time appointed for holding the meeting, a Vice President shall act as Chair, but if none are present, the Directors present may choose one of their number to be Chair at that meeting.
- 4) The Chair of any such meeting shall have a vote and in the case of an equal division of votes, the Chair shall cast the deciding vote.
- 5) At the request in writing of four (4) or more Directors, the President shall convene a meeting of the Board.

6.4 DIRECTORS' DECISIONS

- 1) Questions arising at any meeting of the Board shall be decided by a majority vote of those voting.
- 2) Any Director who has, or is perceived to have, a personal, conflicting or proprietary interest in a decision of the Board must declare that conflict of interest and refrain from discussions and decisions on that item(s).

6.5 MOTIONS NEED NOT BE SECONDED

No motions proposed at a meeting of the Board need be seconded. The Chair of such a meeting may move or propose a motion.

6.6 MOTION BY CONSENT

A motion in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

ARTICLE 7- COMMITTEES

- 1) The Board of Directors shall establish committees as shall be necessary for the operation of Basketball BC
- 2) There are 2 Standing Committees of Basketball BC
 - a. Finance Committee
 - i. The Committee shall assist the Board in carrying out its financial oversight responsibilities, including meeting with the auditor when necessary, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on reporting procedures, asset management, and the financial position of the Society.
 - ii. The Committee shall be chaired by the Finance Director.
 - b. Nominating Committee
 - i. The President in conjunction with the Board shall appoint a Nominating Committee consisting of at least three (3) members that will include a Vice President and two (2) Board members (whose

terms are not completed at the upcoming AGM). Other members may also be appointed. The Committee shall be formed not less than 45 days prior to the AGM.

ii. Duties of the Nominating Committee:

1. Establish criteria for Board of Director positions
 2. Create a nomination form that will be made available to, and submitted by all candidates.
 3. Seek out eligible candidates for vacant positions
 4. Vet all candidates by reviewing submitted applications, resumes and by personal contact.
 5. Bring forward recommended nominations to the Board at least 15 days prior to the AGM.
 6. Present the list of nominations for vacant positions and report on the process at the AGM.
- 3) The Board may establish committees, for other purposes, as they see fit, and shall appoint the Chair and establish the terms of reference as and when the need arises.
- 4) The President may at his discretion appoint a Board member to establish a committee and in addition the President will define its terms of reference. Once established, the Board member will report to the Board of Directors to ratify the composition of the committee.
- 5) The committee will report its findings to the Board for review and decisions as and if required.
- 6) The President is a standing, ex officio member of all committees.

ARTICLE 8 – FINANCIAL YEAR END

FISCAL YEAR

The fiscal year of Basketball BC shall end annually on March 31st.

ARTICLE 9 – BORROWING

- 1) Where it is necessary to borrow money in an amount greater than an aggregate of fifty thousand (\$50,000) to carry out the purposes of the Society, the Board of Directors will be required to obtain specific authority from a General Meeting of the Society in the form of a special motion.

- 2) In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, the issue of debentures.
- 3) No debenture shall be issued without the sanction of a special motion.
- 4) The Voting Members may by special motion restrict the borrowing powers of the directors but a restriction of imposed expires at the next Annual General Meeting.

ARTICLE 10 – AUDITOR

- 1) There shall be an auditor, not being a member or members of the Board and an independent licensed Public Accountant, appointed by the voting members at each Annual General Meeting of the Society
- 2) The auditor shall be paid the remuneration, if any, fixed by the Board, and shall examine/audit the financial accounts of the Society and report thereof at the next Annual General Meeting.
- 3) An auditor may be removed by ordinary motion
- 4) An auditor shall be informed promptly in writing of appointment or removal.

ARTICLE 11 – INDEMNITY

Subject to the Society Act, every member of the Board, his/ her heirs, executors, administrators shall be indemnified out of the funds of the Society from and against all costs, charges, expenses, whatsoever which said member sustains or incurs as a result of any actions, suits, or proceedings which are brought, commenced and prosecuted against him/ her or in respect of any act, deed or matter whatsoever undertaken or omitted by him/ her in the execution of his/ her duties.

ARTICLE 12 – STAFF

- 1) The Society may employ an Executive Director and such other employees as shall be necessary for the proper operation of the Society.
- 2) The Executive Director shall have authority, subject to the authority and supervision of the Board, to manage and direct the business and affairs of the Society. This shall include authority, except for those employees and agents of the Society appointed directly by the Board, to appoint and remove all employees

and agents of the Society to and from position established from time to time by the Board and to settle the terms of their employment and remuneration within guidelines established by the Board.

- 3) The Executive Director shall report solely to the President on an ongoing basis.

ARTICLE 13 – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- 1) No amendment to this Constitution or the Bylaws may be made, altered or repealed unless it has been proposed to the Society by notice in writing by either the Board or by any voting member of the Society.
- 2) A notice in writing shall
 - a. State the substance of the proposal;
 - b. Be filed with the provincial office by the proponents not less than forty (40) days prior to the General Meeting of the Society at which it is to be considered.
 - c. Members of the Society to be notified of the proposed changes at least fourteen (14) days prior to the General Meeting of the Society at which it will be considered.
- 3) All proposed amendments to the Constitution and Bylaws shall be considered at the first General Meeting of the Society to be held after the expiration of the forty (40) day notice period referred to in Article 12, 2) b.
- 4) The Society may amend the provisions of this Constitution upon the affirmative vote of seventy-five (75) percent of the members of the Society present and entitled to vote at the General Meeting at which it is considered.
- 5) The Society may by majority vote make, alter, or repeal bylaws, not inconsistent with this Constitution relating to the management or operation of the Society.

13.1 NOTWITHSTANDING ANY OTHER PROVISION OF THIS CONSTITUTION

- 1) With Respect to amendments to this Constitution, Articles 12, 2) and 12, 3) may be waived by an affirmative vote of not less than seventy-five (75) percent of the voting members present and entitled to vote.
- 2) With respect to making, altering or repealing bylaws, Article 12, 2) and Article 12, 3) may be waived by an affirmative vote of not less than seventy-five (75) percent of the voting members present and entitled to vote.

13.2 SUPERSEDE ALL PREVIOUS CONSTITUTION AND BYLAWS

The Constitution and Bylaws as herein contained shall supersede all previous Constitution and Bylaws, and anything done by Basketball BC or its Directors contrary to this Constitution and these Bylaws shall be null and void.