



**BASKETBALL BC**  
**BYLAWS**

**REVISED AUGUST 22, 2019**

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**BYLAWS**

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## **ARTICLE 1 – DEFINITIONS**

- 1) In these bylaws, unless the context otherwise requires:
  - a. “Act” means the Societies Act of British Columbia as amended from time to time,
  - b. “B.C.” shall mean the province of British Columbia,
  - c. “board of directors” or “board”, shall mean the Board of Directors of Basketball BC as duly elected or appointed in accordance with these bylaws,
  - d. "bylaws" mean these bylaws as altered from time to time,
  - e. “immediate family” means spouse, child or stepchild, and parent and any relative living in the same household as that person,
  - f. “majority vote” means greater than 50% of the quorum for a specific meeting,
  - g. "ordinary resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members,
  - h. “special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members,
  - i. “the Society” means Basketball BC.

### **2) Definitions in Act Apply**

The definitions in the Act apply to these Bylaws.

### **3) Conflict with Act or Regulations**

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

- 4) 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 – REGISTERED OFFICE**

- 1) The office of the Society must be situated in B.C. in such place as the Board may determine.
- 2) The registered address of the Society shall be as recorded by the Registrar of Companies.

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 CATEGORIES OF MEMBERSHIP**

There shall be 4 classifications of membership in the Society:

- 1) Full Members – Voting
- 2) Associate Members – Non-voting

- 3) Youth Program Members – Non-voting
- 4) Honorary Life Member – Non-Voting

### **3.2 FULL MEMBERS – VOTING**

Any individual, residing in B.C. and nineteen (19) years of age or older, may apply for Full membership in the Society by

- a) submitting a written application in a form approved by the Board, and
- b) paying the prescribed membership dues as determined by the Board.

### **3.3 ASSOCIATE MEMBERS – NON-VOTING**

An association, society, corporation or organization who has similar objectives to the Society and supports the purposes and goals of the Society, may apply for Associate membership in the Society by

- a) submitting a written application in a form approved by the Board,
- b) paying the prescribed membership dues as determined by the Board,
- c) appointing an Authorized Representative,
- d) being approved for membership by the Board, and
- e) undertake, if admitted, to be governed by the Bylaws and applicable policies of the Society.

### **3.4 YOUTH PROGRAM MEMBERS – NON-VOTING**

An association or organization that operates a youth program (athletes under 19 years of age) sanctioned, approved or operated by the Society may apply for Youth Program membership in the Society by

- a) submitting a written application in a form approved by the Board,
- b) confirming participation in the sanctioned or approved youth program,
- c) paying the prescribed membership dues as determined by the Board,
- d) submitting a complete list of all program participants that will be included in the membership,
- e) being approved for membership by the Board, and
- f) undertake, if admitted, to be governed by the Bylaws and applicable policies of the Society.

### **3.5 HONORARY LIFE MEMBER – NON-VOTING**

- a) A person, whether or not a resident of B.C. who has made outstanding contribution to basketball in B.C.,
- 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.

### **3.6 APPLICATION FOR MEMBERSHIP**

- 1) The categorization of an applicant shall be determined by the Board.
- 2) The Board has the right to approve or deny any application for membership in the Society and its decision is final.

### **3.7 TRANSFER OF MEMBERSHIP**

Membership in the Society is not transferable.

### **3.8 MEMBER IN GOOD STANDING**

A member is in good standing 30 days after the admission as a member in accordance with these bylaws. A member shall cease to be in good standing if the Society has not received payment of any membership dues. Annual membership dues are due on the day before the beginning of the member's current membership year.

### **3.9 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 notice of the General Meeting in the same manner as outlined in Article 4.1.
- 3) A non-voting member is not entitled to vote at, but is entitled to receive notice of the General Meeting in the same manner as outlined in Article 4.1.

### **3.10 TERMINATION OF MEMBERSHIP**

A member shall cease to be a member in good standing of the Society:

- 1) by delivering resignation or mailing it to the address of the Society,
- 2) upon their deaths or in the case of a corporation, dissolution,
- 3) upon expulsion, as per article 3.12,
- 4) 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.

### **3.11 MEMBERS' OBLIGATIONS**

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

### **3.12 EXPULSION OF MEMBERS**

- 1) Following an appropriate investigation or review of a member's conduct or actions, the Board may, by Directors' resolution, expel a member for conduct which, in the reasonable opinion of the Board:
  - a. is improper or unbecoming of a member,
  - b. is contrary to Article 3.11, or
  - c. is likely to endanger the reputation or hinder the interests of the Society.
- 2) A member of the Society may be expelled by a resolution approved by a two-thirds (2/3) or more vote of the Board of Directors at a regular meeting of the Board.
- 3) Before a member is disciplined or expelled, the Society must:
  - a. send to the member written notice of the proposed discipline or expulsion, including reasons, and
  - b. give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

#### **ARTICLE 4 – MEETING OF MEMBERS**

General Meetings of the Society, which shall include either the Annual General Meeting or other general meetings, shall be held in accordance with the Societies Act, at the time and place that the Board determines.

##### **4.1 NOTICE**

Notice of the date, time and location of a General Meeting must be sent to every member of the Society who has provided an email address to the Society, by email to that email address, and must be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Basketball BC website which is maintained by the Society and is accessible to all of the members of the Society.

##### **4.2 OMISSION OF NOTICE**

The accidental omission to send notice of a general meeting to a member or the non-receipt of notice by a member does not invalidate proceedings at that meeting.

##### **4.3 CHAIR**

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

##### **4.4 QUORUM**

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

#### **4.5 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.
- 3) If a General Meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

#### **4.6 ADJOURNMENT**

- 1) If a General Meeting is adjourned and rescheduled, no business shall be transacted at the rescheduled meeting other than the business left unfinished from the original meeting.
- 2) When a meeting is adjourned for fifteen (15) days or more, notice of the rescheduled meeting shall be given as in the case of the original meeting.

#### **4.7 PARTICIPATION IN GENERAL MEETINGS BY TELEPHONE OR IN PERSON**

A person who is entitled to participate in a General Meeting may do so by telephone or in person providing all of the persons participating in the meeting, whether by telephone or in person, are able to communicate with each other.

#### **4.8 MOTIONS**

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

#### **4.9 VOTING**

The right to vote at a General Meeting of the Society is as set forth herein:

- 1) A voting member is defined in Article 3.2,
- 2) Voting on regular business shall be done by members in good standing at the beginning of the meeting and shall require a simple majority vote of members personally attending and those attending by telephone. Voting shall be by any means determined by the Chair that allows for clear communication of votes,
- 3) 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,
- 4) 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,

- 5) Voting by proxy shall not be permitted.

#### **4.10 GENERAL MEETINGS OF THE SOCIETY**

General Meetings of the Society will follow the terms and conditions as set out in Articles 4.3 to 4.9 inclusive with the following additions:

- 1) The Board may call a General Meeting at any time and place if they, in their discretion, deem such a meeting necessary or desirable.
- 2) Notice of any General Meeting of the Society shall be given to the membership in the same manner as outlined in Article 4.1. This notice should clearly and objectively state the purpose of the meeting.
- 3) The Board shall call a General Meeting within twenty-one (21) days of the receipt of a requisition signed by not less than ten (10) percent of the voting members of the Society requesting such a meeting.
- 4) The requisition for such a meeting shall:
  - a. be addressed to the President of Basketball BC,
  - b. be delivered or sent by registered mail to the registered office of Basketball BC,
  - c. state the purpose for which the general meeting is requested.
- 5) When a general meeting is called, it shall deal only with business pertaining to the stated purpose of the requisition.

#### **4.11 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 Societies Act.
- 2) Notice of the Annual General Meeting of the Society shall be given to the membership in the same manner as outlined in Article 4.1.
- 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) Voting members who wish to ensure that new business is placed on the agenda (members' proposals) shall forward notice of such new business to the registered office of Basketball BC so that it is received by the office at least seven (7) days before notice of the Annual General Meeting is sent.

## **ARTICLE 5 – DIRECTORS**

### **5.1 QUALIFICATIONS OF DIRECTORS**

- 1) Elected Directors shall be elected at the Annual General Meeting and shall hold office beginning at the end of the meeting at which such Director was elected.
- 2) An individual who is a voting member in good standing shall be qualified to be nominated for election as a Director, unless such individual is disqualified by these Rules or the Societies Act.
- 3) No individual is qualified to become or to act as a Director who:
  - a. Is under the age of 19;
  - b. Is an employee or the immediate family member of an employee of Basketball BC;
  - c. Is or was a contractor of Basketball BC and received payments for services of more than \$3,000 during the one-year period prior to the date for the close of nominations determined in accordance with Article 5.8;
  - d. Was a former employee that has left with cause,
  - e. Was an employee of Basketball BC during the three year period immediately prior to the date of the Annual General Meeting;
  - f. Is considered not qualified in accordance with Section 44 of the Societies Act.
- 4) A Director of the Society who is not, or who ceases to be, qualified under either Section 44 of the Societies Act or these bylaws to be a Director ceases to hold any authorities of Director of the Society and must promptly resign.

### **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**

The number of Directors shall be determined annually by the Directors established by a majority vote of the Board at a meeting duly called by the President, and shall be not less than five (5) or more than twelve (12), of whom no more than 2 shall be appointed.

### **5.4 TERM OF OFFICE**

Except in the case of an unexpected vacancy, set forth in article 5.9, directors shall hold office for a three (3) year term.

### **5.5 ACCLAMATION**

If the number of qualified individuals nominated is equal to the number of vacancies to be filled, those individuals who have agreed to stand and who have consented to act as a Director, shall be declared elected by acclamation by the Nominations & Election Committee.

### **5.6 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 Societies 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 Societies 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 the Society 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 the Society.
- 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.

### **5.7 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.

#### **5.8 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.

#### **5.9 APPOINTMENT OF A TEMPORARY DIRECTOR**

- 1) The Board of Directors may, at any time and from time to time, appoint an individual qualified 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 Board resolution and another Director may be elected, or by ordinary resolution appointed, to serve until the next Annual General Meeting. Such a special resolution requires a two-thirds (2/3) majority vote.

#### **5.10 DIRECTORS' OBLIGATIONS**

Each Director shall unreservedly subscribe to and support the purpose(s) of the Society.

### **5.11 CEASING TO BE A DIRECTOR**

A person will immediately cease to be a Director:

- 1) Upon the date which is the later of:
  - a. the date of delivering his or her resignation in writing to the President or to the address of the Society, and
  - b. the effective date of the resignation stated therein,
- 2) Upon the expiry of his or her term,
- 3) Upon the date such person is no longer qualified pursuant to Article 5.1
- 4) Upon his or her expulsion pursuant to Article 5.12, or
- 5) Upon his or her death.

### **5.12 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 – PROCEEDINGS 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 the Society.

### **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 proceedings 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 numbers 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) The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

#### **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 CONSENT RESOLUTION OF DIRECTORS**

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

### **ARTICLE 7- COMMITTEES**

- 1) The Board of Directors shall establish committees as shall be necessary for the operation of the Society.
- 2) There are 2 Standing Committees of the Society
  - 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 Director of Finance.
  - 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/ her 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 the Society shall end annually on March 31<sup>st</sup>.

## **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 resolution.
- 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 resolution.
- 4) The Voting Members may by special resolution restrict the borrowing powers of the Directors but a restriction of imposed expires at the next Annual General Meeting.

## **ARTICLE 10 – AUDITOR**

- 1) The auditor shall be an independent, licensed public accountant, not being a member or member of the Board, selected by majority vote of 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.

## **ARTICLE 11 – INDEMNITY**

Subject to the Societies 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 to the Board of Directors, under the direct supervision of the President, on an ongoing basis.

## **ARTICLE 13 – NON-PROFIT CONDITIONS**

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. Any change to this provision requires unanimous (100%) approval at a general meeting of the Society.

## **ARTICLE 14 – DISSOLUTION**

Upon the dissolution of the Society, any assets remaining after the Society's debts and liabilities have been satisfied shall be given to one or more qualified recipients that are registered charitable organizations having, where possible, similar purposes to Basketball BC, as recommended by a majority of the Board. Any change to this provision requires unanimous (100%) approval at a General Meeting of the Society.

## **ARTICLE 15 - CHANGES TO BYLAWS**



- 1) No amendment, addition or repeal of these Bylaws may be made unless proposed to the Society by notice in writing by either the Board or by a voting member of the Society.
- 2) Proposals by a voting member must be filed with the registered office of Basketball BC by the proponents not less than forty (40) days prior to the General Meeting of the Society at which the proposal is to be considered.
- 3) The notice in writing shall:
  - a. state the substance of the proposal,
  - b. be published in accordance with notice of the general meeting at which the proposal is to be considered set out in Article 4.10 (2).
- 4) The Board, by majority vote, may adjourn any proposal under this section for the purpose of consideration of, or preparation for, the proposal.
- 5) Subject to (4), all proposals for changes to the bylaws shall be considered at the next general meeting of the Society occurring after a proposal in accordance with this section is made.

#### **15.1 SUPERSEDE ALL PREVIOUS CONSTITUTION AND BYLAWS**

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