

**BYLAWS
OF
NANAIMO JUDO CLUB
(the “Society”)**

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Directors**” means an individual who has been designated, elected or appointed as the case may be as a member of the Board of the Society;

“**Membership Year**” means the year of membership that starts on September 1 of each year and runs until August 31 of the following year.

“**Registered Address**” of a member means his or her address as recorded in the register of members; and

“**Society**” means the NANAIMO JUDO CLUB

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

Number and Gender

1.4 In these Bylaws words importing the singular include the plural and such words shall be construed as if the plural had been used and words importing the plural include the singular and such words shall be construed as if the singular had been used. In these Bylaws words importing the use of any gender shall include all genders where the context or party referred to so requires, and the rest of the sentence shall be construed as if the necessary grammatical and terminological changes had been made.

Part 2 — Members

Application for membership

- 2.1 A person (which term is limited to natural persons and excludes a corporate body or partnership) may apply to the Board at any time during a particular Membership Year for membership in the Society. To apply to the Board for membership a person must use the intake form required for the type of membership and level of participation in Judo he or she wishes to pursue through the Society. That person becomes a voting member or a non-voting member upon the Board's acceptance of the application for the duration of that Membership Year.

Membership Expires Unless Renewed Each Year

- 2.2 Each membership shall automatically expire one day after the end of the Membership Year in which that member last applied or renewed his or her membership, unless prior to that date that member applies and has his or her membership renewed. If a member indicates on the membership application form that his or her membership should be automatically renewed each year then his or her membership will automatically renew unless the Society has given the member written notice of the upcoming expiration of his or her membership. To be clear, if a person's membership expires as a result of this section, he or she may apply to become a member again at any time, under s. 2.1 of these Bylaws.

Types of Membership

- 2.3 The Society has the following two types of memberships:
1. Voting Members; and
 2. Non-Voting Members.

Voting Members and Non-Voting Members have the same rights and obligations except that Non-Voting Members have no right to vote.

Underage Persons Only Eligible to be Non-Voting Membership

- 2.4 Any person that is under the age of majority in British Columbia is only eligible for Non-Voting Membership with the Society.

Conditions for Members To Practice Judo

- 2.5 Non-Voting Members and Voting Members may practice Judo through the Society if those members (regardless of the type of membership they hold) meet any and all requirements that the Board identifies of its members from time to time for the type of activity or involvement of that member, which may include, but is not limited to, insurance requirements, safety standards, possessing membership in JUDO BC, and any other requirement of the Board.

Members Are Not Required to Practice Judo

- 2.6 It is not a requirement of membership that Non-Voting or Voting Members practice Judo and the Society recognizes there are many valuable ways to be involved in the Society without practicing Judo.

Duties of members

2.7 Every member must uphold the constitution of the Society and must comply with these Bylaws.

No annual membership dues

2.8 Unless or until the Board determines otherwise there shall be no annual membership dues.

Monthly Practicing Fees

2.9 The Society may charge its members a monthly practicing fee, which is determined by the Board and may only apply to members that practice Judo.

Member not in good standing

2.10 A member is not in good standing for the following reasons:

- a) If that member practices Judo and is required by the Board to pay a monthly practicing fee but fails to pay that fee, the member is not in good standing for so long as that monthly practicing fee remains outstanding;
- b) If that member practices Judo and does not meet the conditions identified by the Board, from time to time, as required to practice Judo through the Society, the member is not in good standing for so long as these requirements are not met; or
- c) If the member fails to pay any other fee that the Board may, from time to time, identify as required of its members, the member is not in good standing for so long as the amount that member owes to the Society remains outstanding.

Member not in good standing may not vote

2.12 A Voting Member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.13 A person's membership in the Society is terminated if any of the following apply:

- (a) that person is not in good standing for 6 consecutive months;
- (b) that person provides the Board with written resignation as a member;
- (c) that person is deceased; or

- (d) that person is expelled by a special resolution of the members passed at a general meeting.

Expulsion of a member

- 2.11 Any member that is subject to proposed expulsion by the members of the Society must be provided by the Board with written notice of the proposed special resolution to expel him or her, and a brief statement of the reason(s) for the proposed expulsion 5 days prior to the general meeting in which members will vote on the expulsion. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting prior to the special resolution on the expulsion being put to a vote.

Part 3 — General Meetings of Members

Time and place of general meeting

- 3.1 A general meeting must be held at the time and place the Board determines.

Extraordinary general meeting

- 3.2 Every general meeting of the members that is not the annual general meeting shall be an extraordinary general meeting of the members. The Board may convene an extraordinary general meeting as they deem fit.

Ordinary business at general meeting

- 3.3 At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any; and
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Special business

- 3.4 Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;

- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required; and
- (vii) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

Notice of special business

- 3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.6 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the President,
 - (ii) the Vice-President, if the President is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.

Alternate chair of general meeting

- 3.7 If, within 15 minutes of the time set for holding the general meeting, the President is not present then the Vice-President may preside as the chair of the general meeting. If within 15 minutes of the time set for holding the general meeting both the President and Vice-President are not present, then the voting members who are present must elect a director present at the meeting to preside as the chair.

Quorum required

- 3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.9 The quorum for the transaction of business at a general meeting is 5% of the voting members.

Lack of quorum at commencement of meeting

- 3.10 If, within 15 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 15 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.11 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.12 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.13 It is only necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting, where a general meeting has been adjourned for 10 or more days.

Order of business at general meeting

- 3.14 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine whether there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor, if any.
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and

- (h) terminate the meeting.

Methods of voting

- 3.15 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Seconding of resolutions not necessary

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

The chairman does not have casting or seconding vote in voting tie

- 3.17 In the case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote which he or she may be entitled to as a member and in the case of a voting tie, the proposed resolution shall not pass.

Announcement of result

- 3.18 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting permitted

- 3.19 Voting by proxy is permitted if the member has provided the Board with written consent to proxy voting and has identified the individual that will be allowed to vote on behalf of that member in a particular meeting. To be clear, written consent may be provided by the member to the Board by written electronic consent (e.g. electronic mail) so long as receipt of that electronic mail is acknowledged by the other directors.

Matters decided at general meeting by ordinary resolution

- 3.20 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Members may make rules to govern the Society in a general meeting

- 3.21 In a general meeting, the members may vote on any rules that will govern the Society, but no rule shall invalidate a prior act of the directors that would have been valid if the rule had not been made and no rule may be contrary to any of the Society's legal obligations under the Bylaws, the *Societies Act* or any other statute, regulation or court order.

Members remove directors by special resolution of the members

- 3.22 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 his or her term of office.

Part 4 — Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 directors and no more than 15 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. Separate elections shall be held to determine which directors shall hold which position on the Board.

No Successor elected then person previously elected continues in that position.

4.3 If no successor is elected the person previously elected or appointed continues to hold that position on the Board.

Validity of acts of directors

4.4 An act of the Society is not invalid merely because fewer than the required number of directors have been designated, elected or appointed.

Term of Director

4.5 A director shall retire from office at each annual general meeting, upon the election of their successor.

Directors may fill casual vacancy on Board

4.6 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.7 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Duties of Directors

4.8 A director of the Society must, when exercising the powers and performing the functions of a director of the Society:

- (a) act honestly and in good faith with a view of the best interest of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.

Powers of Directors

- 4.9 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do in accordance with its Bylaws, the *Societies Act*, any resolution from a general meeting of the members, or rule passed in a general meeting and any other law, regulation, or court order governing the Society.

Part 5 — Directors' Meetings

Calling directors' meeting

- 5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. In the event that a director is temporarily absent from British Columbia, that director may, by written notification to the other directors, waive notice of directors' meetings. Upon written notification to the other directors, a director that has waived his or her right to notice can request renewal of his or her right to notice and he or she will be entitled to any and all notice requirements granted to the directors under these Bylaws. To be clear, written notification may be provided by electronic mail between the directors as long as receipt of that electronic mail is acknowledged by the other directors.

Automatic directors' meeting following appointment or election of director(s)

- 5.3 A directors' meeting shall be held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or directors' meeting at which a new director is appointed to fill a vacancy on the Board. It is not necessary to give notice of this first meeting.

Chair of directors' meeting

- 5.4 The President shall chair the directors' meeting. If within 15 minutes of the time set for holding the directors' meeting, the President is still not present, then the Vice-President may preside as the chair of the directors meeting. If within 15 minutes of the time set for holding the directors' meeting both the President and Vice-President are not present, then the directors who are present must elect a director present at the meeting to preside as the chair.

Conduct of directors' meetings

- 5.5 The directors may regulate their meetings and proceedings as they deem fit.

Quorum of directors

- 5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Seconding of resolutions not necessary

- 5.7 No resolution proposed at a directors' meeting need be seconded and the chairman of a meeting may move or propose a resolution.

The chairman does not have casting or seconding vote in voting tie

- 5.8 In the case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote which he or she may be entitled as a director and in the case of a voting tie, the proposed resolution shall not pass.

Directors may pass resolution in writing without a directors' meeting

- 5.9 The directors may pass resolutions upon the written consent to that resolution, without requiring the directors to meet in person in order to pass that resolution. In the event that a resolution is passed by written consent, all directors must sign that resolution and the signed resolutions shall be included in the minutes of the directors. A written resolution signed by all directors will be sufficient evidence that the resolution was properly and regularly passed at a meeting of directors. A written resolution may be signed in counterparts and each such counterpart, taken together, will constitute one and the same instrument.

Part 6 — Board Positions

Election or appointment to Board positions

- 6.1 Directors must be elected or appointed to the following Board positions:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.

A director other than the President may hold more than one position.

Directors at large

- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of President

- 6.3 The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The President is the chief executive officer of the Society and shall supervise the other board positions in the execution of their duties.

Role of Vice-President

- 6.4 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act or not present.

Role of Secretary

- 6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;

- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act; and
- (f) maintaining the register of members.

Absence of Secretary from meeting

6.6 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Role of treasurer

- 6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes;
 - (e) make grant applications when applicable.

Secretary-Treasurer

6.8 The position of Secretary and Treasurer may be held by one person and in such case that individual shall be known as the Secretary-Treasurer. In the event that a Secretary-Treasurer exists, the total number of directors shall be the greater of 3 directors or the number required by Bylaw 4.1.

Part 7– Committees

Directors may delegate power to committees

7.1 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they deem fit.

Committees must conform to rules of directors

7.2 Any committee created shall conform with any rule imposed on it by the directors and shall report every action taken in exercising those powers to the Board at the next directors' meeting held after the action has been taken.

Chairman of committees

7.3 Any committee created shall elect a chairman of its meetings; but if no chairman has been elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

Committees meet and adjourn as deem fit by committee members

- 7.4 The members of a committee may meet and adjourn as deemed fit by the members of that committee.

Part 8—Other Matters

Borrowing

- 8.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise and secure the payment or repayment of money in any manner they deem fit and in particular, without limiting the foregoing, by the issuing of debentures. A special resolution shall be required in order to issue a debenture on behalf of the Society. The members may restrict the borrowing powers of the directors by special resolution but that restriction shall only apply until the next annual general meeting.

Signing Authority

- 8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Auditor

- 8.3 Unless required by the Board, the Society shall not be required to obtain audited financial statements.

Dissolution of the Society and any remaining assets

- 8.4 In the event of the Club being dissolved, any funds or assets of the Club remaining after the satisfaction of its debts and liabilities shall be distributed to recognized Canadian amateur judo associations or recognized Canadian charitable organizations. **This provision was previously unalterable.**

Part 9- Personal Gain & Conflicts of Interest

Purpose of the Society carried out without personal gain of members

- 9.1 The purposes of the Society shall be carried out without purpose or gain for its members, and any profits or other accretions of the Club shall be used for promoting its purposes. **This provision was previously unalterable.**

Disclosure of Material Interests by directors

- 9.2 If a director has a direct or indirect material interest in:
- (a) a contract or transaction, or a proposed contract or transaction of the Society; or

- (b) a matter that is or will be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society;

then that director must:

- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest;
- (b) abstain from voting on a director's resolution or consenting to a consent resolution of the directors in respect of the contract, transaction or matter referred to in this section;
- (c) leave the directors meeting when the contract, transaction, or matter is discussed, unless asked by the other directors to be present to provide information;
- (d) when the other directors vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

These disclosure requirements will not apply to any director with a direct or material interest and described by s. 56(5) of the *Societies Act*, as amended from time to time.

No remuneration for directors

- 9.3 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may (subject to the Act) pay remuneration to a director for services provided by the director to the Society in another capacity.

Reimbursement for Expenses

- 9.4 The directors may be reimbursed for reasonable expenses incurred in connection with the business of the Society. Upon request by the Board, the director seeking to be reimbursed by the Society must provide the Society with receipts in support of those expenses claimed.