

Society Incorporation Number: S0066534

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SALMON ARM PICKLEBALL CLUB SOCIETY

INCORPORATION #S0066534

CONSTITUTION AND BYLAWS

As amended at the SGM September 30, 2023

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Salmon Arm Pickleball Club

BC Societies Act (SBC 2015) Chapter 18 current to November 1, 2023

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Salmon Arm Pickleball Club Society

Constitution

1. The name of the SOCIETY is **SALMON ARM PICKLEBALL CLUB**, herein referred to as the **CLUB**.
2. The purpose of the club is:
 - a) To promote the growth of pickleball in the Salmon Arm and surrounding areas for the enjoyment, health and social engagement of all players.
 - b) To offer organized and competitive play, by ensuring opportunities for the continued development of all players in a collegial and sportsmanlike environment.
 - c) To further expand facilities as required.

Salmon Arm Pickleball Club By-Laws, here set out, in numbered clauses, are the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

Part 1 – Interpretation.

- 1.1 Words imparting the singular include the plural and vice versa and words imparting the male person include the female person; except where the context indicate otherwise.
- 1.2 The “Club” shall mean this Society.
- 1.3 The “Directors” and the “Board” or “Executive Board” shall mean the directors of the Club for the time being.
- 1.4 The “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.
- 1.5 “Ordinary Resolution” means a resolution passed in a General Meeting by a simple majority.
- 1.6 “Special Resolution” means a resolution passed in a General Meeting by a majority of not less than 2/3rds of the votes cast.

Part 2 – Membership:

Membership in the Club is open to anyone who wishes to play, and whose application for membership has been approved and accepted by the Executive Board.

Every member shall uphold the Constitution and comply with the Bylaws and Standing Rules of the Club.

There shall be two classes of members, namely:

- 2.1 **Regular Members:** All applicants for membership in the Club, other than Junior Members, shall be Regular Members. Regular Members shall be entitled to all privileges of the Club. They shall have the right, while in good standing, to vote at any General Meeting of the Club and shall be eligible to hold office. They shall be liable to pay such annual fees as the Executive Board may prescribe from time-to-time.
- 2.2 **Junior Members:** Applicants for membership under the age of 17 years, as of the 1st. day of April of the current year shall be Junior Members. Junior Members shall be entitled to such privileges as may be set from time to time by the Executive Board but shall not be entitled to vote at general meetings of the Club or to hold any Club office. The Executive Board shall establish a playing fee for such Junior Members. Junior Members having reached seventeen (17) years of age are entitled to become Regular Members on payment of the prescribed fees.
- 2.3 **Membership certificate:** A membership certificate in such form as authorized and approved by the Board shall be used and recorded for insurance purposes only, upon payment in full of all membership fees.

Part 3 – Suspension and/or Termination. (revised March 2021)

- 3.1 A person shall cease to be a member of the Club by delivering his/her resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club.
- 3.2 A person shall cease to be a member of the Club upon his/her death.

3.3 A person shall cease to be a member of the Club on being expelled by the board.

3.4 In the event of serious misconduct as a member of the Club, a member may be suspended or terminated by a "Special Resolution" (see 1.6) passed at a General Meeting by not less than two-thirds (2/3) of the members present in accordance with the requirements of due process, having had the opportunity to be heard at the General Meeting before the "Special Resolution" is put to a vote. The vote taken at a Special Meeting or Annual General Meeting will be final.

Part 4 - Complaints.

Any member wishing to lodge a complaint with respect to the operation of the Club or a ruling of the Executive Board may, in concert with a total of at least 25 % of paid members, request a Special Meeting of the Club, as outlined in By-Law 6.6

Part 5 - Membership Fees.

5.1 The schedule of annual membership fees shall be presented by the Executive Board for approval by the membership at the Annual General Meeting prior to the commencement of the summer playing season.

5.2 All members are in good standing except a member who has failed to pay his annual fees by May 1 of the current year.

Part 6 – Meetings. (revised March 2021) (revised Sept 2023)

Annual General Meeting and Special Meetings.

6.1 The Annual General Meeting of the Club shall be held in each calendar year from January 01 to December 31.

6.2 Every general meeting, other than the Annual General Meetings, is a Special General Meeting.

6.3 Notice of a General Meeting shall be mailed, electronically transmitted, or handed to a member at least 21 days in advance of the Meeting and shall specify the place, date, time and agenda for the Meeting. Notice published in any paper generally circulating in the City of Salmon Arm 21 days in advance of the proposed General Meeting shall be sufficient written notice and the non-receipt of such notice by any member shall not invalidate proceedings.

6.4 Business of the Annual General Meeting:

- (1) Adoption of the rules of order (Robert's Rules)
- (2) Approval of the minutes of the previous AGM
- (3) Presentation and consideration of financial statements
- (4) Reports of Directors
- (5) Committee reports
- (6) Election of Officers
- (7) Appointment of the Auditor, if required

(8) Such other business as under the By-Laws ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of the Board, issued with the notice convening the meeting

(9) Adjournment

6.5 Notice of motion, duly proposed and seconded by voting members in good standing, shall be lodged with the Secretary not less than 14 days in advance of the Meeting.

6.6 General or Special Meetings shall be called on a date to be determined by the Executive Board. Special Meetings may be called by written request of at least 25% or more paid members in good standing, addressed to the secretary. Where a Special Meeting is called only business specified in the notice may be transacted. Notice of General or Special Meetings shall be as described in Bylaw 6.3.

Part 7 - Quorums and Voting. (revised March 2021)

7.1 A quorum at any Annual or Special General Meeting shall be 10% or greater of paid members present in good standing.

7.2 Voting shall be show of hands with the exception of that relating to the election of the Executive Board and standing committees where, if there is more than one candidate for a particular office or more candidates than vacancies in committee memberships, voting shall be by ballot only.

7.3 No Proxies shall be allowed.

7.4 A simple majority may decide any issue except as indicated in Bylaws 3.4, 6.6 and 7.1

Part 8 - Management.

8.1 The Executive Board.

Management of the Club shall be vested in the Executive Board consisting of the President, Vice-President, Secretary, Treasurer and three (3) Directors at large.

8.2 All shall serve without remuneration. But a member of the Executive Board shall be reimbursed for all expenses necessary and reasonably incurred by him/her while engaged in the affairs of the Club. No Director shall be relieved of any obligation to pay annual fees normally payable by the membership. Members of the Executive Board shall be responsible for enforcement of all Club rules, policies and By-Laws.

8.3 The Club members may by Special Resolution remove a member of the Executive Board before the expiration of his term of office. (see 1.6 and 3.4)

8.4 The composition of the Executive Board may be revised by Special Resolution of the members.

8.5 If, for any reason the office of President should become vacant during his/her elected term, the Vice-President shall automatically succeed for the balance of that term.

8.6 Any vacancy occurring during the year in the office of the Vice President, Secretary, Treasurer or Director at large shall be filled by the appointment of a member in good standing by the Board. This member will serve until the next Annual General Meeting.

Part 9 - Election of Executive Board.

- 9.1 The Executive Board shall be members in good standing and consist of seven (7) elected members. The Executive Board may exercise all powers and do such acts and things as may be exercised and done by the Club, that are in the best interest of the Club or its members and are not countermanded by the Constitution or these By-laws.
- 9.2 The election of the Executive Board shall be held at the Annual General Meeting and shall be by ballot.
- 9.3 No two (2) members of the same family may be on the Executive Board in any given year.
- 9.4 To provide the Club with continuity and experience, the Executive Board shall be elected as follows:
- 9.5 First year, President, Treasurer, and two (2) directors at large for a two-year term.
- 9.6 First year, Vice-President, Secretary and one (1) director at large for a one-year term.
- 9.7 Thereafter all Board elections shall be for a two (2) year term.
- 9.8 The President shall, at least thirty (30) days prior to the Annual General Meeting, appoint a nominating committee of two (2) members of the club in good standing.
- 9.9 Such committee shall propose and nominate candidates sufficient to fill all vacancies on the retiring Executive Board. The committee shall obtain verbal consent of any candidate being proposed for nomination.
- 9.10 Nominations from the floor are permitted. Additional nominations may be proposed from the floor by any member in good standing at the Annual General Meeting, provided such nominations from the floor have the prior consent of the member in question being proposed for nomination.
- 9.11 The Secretary shall have present at the Annual General Meeting an up-to-date list of regular members of the Club in good standing, and made available, on request, at no cost to a member in good standing.
- 9.12 When an election is required other than by acclamation, ballots will be handed out to eligible voters present on the up-to-date membership list.
- 9.13 The ballots shall contain only the number of spaces for Executive Board Members to be elected and shall not be invalidated by reason that fewer names are on the ballot than positions to be filled.
- 9.14 The Chairperson of the nominating committee shall appoint three (3) scrutineers to count the ballots and shall immediately report to the President the results of the election.
- 9.15 Ballots shall be collected in a proper manner.
- 9.16 Ballots, after being counted, shall be destroyed upon a motion from the floor.

Part 10 - Executive Board proceedings.

10.1 The Executive Board shall meet before the Annual General Meeting, and whenever necessary at other times.

10.2 A quorum of the Executive Board shall be a majority of the Executive Board holding office at that particular time.

10.3 Matters arising at any Executive Meeting shall be decided by a majority of votes and in the event of equality of votes, the President shall have a casting vote.

10.4 The Executive committee shall develop, on an annual basis, for presentation to the membership:

a) An operating budget

b) A capital budget (requires the approval of the membership)

10.5 The Executive Board at its Meeting prior to the Annual General Meeting shall consider and recommend any standing committees for approval at the Annual General Meeting.

10.6 Standing Committees shall be (but not limited to): Buildings and Equipment; Games and Tournaments; Membership and Publicity; Player Development.

10.7 The Executive Board may delegate any, but not all of their powers to any committee to allow such committee to function and carry out its mandate within any assigned budget. The Committee shall obtain prior approval from the Executive Board or at a General Meeting before entering a single expenditure exceeding \$300.00.

10.8 Each committee shall have a chairperson who shall present a report of its operation at the Annual General Meeting. Should the committee chairperson be absent at a called Meeting, the committee members shall choose one of their committee members to be chairperson for that Meeting.

Part 11 - Duties of Officers.

11.1 **President** shall be the Chief Officer of the Club, and shall preside at all regularly convened Meetings of the Club and Executive Board. He/she shall serve as the official representative of the Club, with powers to delegate such duty. He/she is an ex-officio member of all committees.

11.2 **Immediate Past President** shall be available for consultation by the President.

11.3 **Vice-President** shall carry out the duties of the President in his/her absence.

11.4 **Secretary** shall conduct the correspondence of the Club; keep minutes of all General, Special and Executive Meetings; have custody of all Club records and documents; maintain a current list of registered members; have custody of the seal of the Society and shall be responsible for the preparation and submission of any annual reports required under the Society Act.

11.5 Treasurer

a) shall receive all donations, fees, assessments and monies due to the Club, and shall report regularly to the Executive Board on the state of Club finances.

b) shall keep full and accurate records of all receipts and disbursements made in the name of the Club and shall pay all accounts and bills of the Club by cheque in accordance with the provision of By-Law 15 (b).

c) shall maintain an up-to-date account of all invoices paid and deposit all monies received in the name of and credit of the Club, in a bona fide financial institution in the City of Salmon Arm.

d) shall submit to the AGM a detailed statement of the assets and liabilities, receipts and disbursements of the Club for the financial year under review.

e) as approved by the Executive Board, invest such surplus funds as may accrue from time to time, allowing for their availability at reasonable notice in the event of a Club emergency.

f) will keep safe all Bonds, Debentures, Investment certificates and financial records of the Club.

Part 12. – Borrowing.

12.1 The Executive Board may not, on behalf of, or in the name of Salmon Arm Pickleball Club borrow funds.

Part 13. - Financial Year.

The Club's financial year shall be from the first day of April in one year to the last day of March in the next.

Part 14. - Auditor.

At each Annual General Meeting the membership may elect or appoint a person or persons (the audit committee) to audit the financial books of the Club. The report of the audit committee shall be presented at the next General Meeting.

Part 15. – Signing Authority.

Signing authorities for the Club shall be:

a) Written contracts, obligations or instruments of the Club, which have been approved by the Executive Board, shall be signed by the President or his/her alternative and one other officer.

b) The funds of the Club shall be subject to withdrawal for the purpose of the Club, by cheque only, over the signature of the Treasurer plus one other Executive Board member as pre-arranged with the Club's Financial Institution.

Part 16. – Inspection of Club Books.

The books and records of the Club may be inspected by any member in good standing at the Annual General Meeting or, at such place and at such time as the Secretary or Treasurer may arrange. Such request shall not be unduly delayed or denied.

Part 17. – Indemnification of Executive Board members.

Subject to the Society Act, every Officer and his/her executors, administrators and other personal legal representatives shall, from time to time and at all times be indemnified and saved harmless by the Club from and against: any liability and all costs, charges and expenses that such board member(s) sustain or incur in respect of any action, suit, or proceedings that is proposed or commenced against him/her, in respect of anything done or permitted by him/her to be done, while acting in good faith in the execution of the duties of his/her office or position.

Part 18. – Amendment of By-Laws.

- a) These by-laws shall not be altered or added to except by Special Resolution.
- b) Each member of the Club is entitled to obtain, upon request, a copy of the constitution, by-laws, and any other adopted rules of the Club.

Part 19. – Parliamentary Rules.

In any matter or procedure not considered in these by-laws, Robert's Rules of Order shall apply.

Part 20. - Wind-up and/or Dissolution of Society (Club).

Upon winding up or other dissolution of the Society (Club), any assets of the Society remaining after satisfaction of the debts and liabilities shall be given to the City of Salmon Arm or transferred to such other organizations promoting the development of pickleball, or other recreational or charitable purposes as may be decided by the members of the Society at winding up or dissolution. No assets will be distributed to the members.