

OKANAGAN MISSION COMMUNITY HALL ASSOCIATION
Founded 1937

CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the "*Society*" is the:
OKANAGAN MISSION COMMUNITY HALL ASSOCIATION.
2. The purposes of the "*Society*" are:
 - (a) To furnish facilities for the social, cultural, recreational and educational needs of its members and other persons.
 - (b) To acquire and take by purchase, donation, devise, lease, construction, or otherwise any and all kinds of real and personal property or any interest therein, including grounds, buildings and equipment for social gatherings, amateur sports, and other activities beneficial or conducive to the attainment of the objects of the "*Society*", and to sell, exchange, mortgage, let or otherwise dispose of the same.
 - (c) To permit the use of its real and personal property and facilities by its members and others on such terms as the "*Society*" shall think fit for any purposes, public or private.
 - (d) To do all such other things as shall be deemed to be beneficial or conducive to the attainment of the above-mentioned objects or any of them.
 - (e) Not to own, operate or manage a social club.

Bylaws of Okanagan Mission Community Hall Association (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;

"Members" means the current members of the "Society", and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members;

"Registered Address" of a member means the member's address as recorded in the register of members;

"Ordinary Resolution" means a resolution passed in a general meeting by the members of the "Society", by a simple majority of the votes cast in person or by proxy;

"Special Resolution" means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the "Society", who, being entitled to do so, vote in person or by proxy;

(i) of which the notice that the bylaws provide, and not being less than fourteen (14) days' notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than fourteen (14) days' notice has been given.

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.

Singular of Plural

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERS

Application for membership

- 2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

- 2.2 Every member must uphold the constitution of the "Society", and must comply with these Bylaws.

Membership Dues

- 2.3 The amount of the annual membership dues, if any, must be determined at the Annual General Meeting of the "Society" and shall be due at the time of application for membership and thereafter at the time of the Annual General Meeting. The amount of the annual membership dues, shall be recommended to the general membership by the Board, and approved by the general membership at the AGM.

Membership age

- 2.4 All persons who have attained the age of eighteen (18) years shall be eligible for membership. Non-voting, associate memberships shall be extended free of charge to those between the ages of twelve (12) to seventeen (17) years;

Membership is Voluntary

- 2.5 Membership in the "Society" is purely voluntary. No person or persons shall be required to join the "Society" because of his or her involvement in any business, club or other organization which is in any way associated with the "Society".

Acceptance of members

- 2.6 (a) A person may apply to the Directors for membership in the "Society" and on acceptance by the Directors is a member;
(b) The membership year ends at the end of the month in which the Annual General Meeting is held, regardless of sign up date.

Responsibilities of Membership

- 2.7 (a) Every member shall uphold the constitution and comply with these bylaws;
(b) On being admitted to membership, each member is entitled to, and the "Society" shall provide without charge, a copy of the constitution and bylaws of the "Society".

Exclusion to viewing of records

- 2.8 (a) Every member is entitled to inspect a record the "Society" is required to keep under Section 20 (1) of the Societies Act, upon written request to the Board.
(b) Member request must be in writing, 14 days prior to access.

Cease of Membership (Not in Good Standing)

- 2.9** A person ceases to be a member and a member in good standing of the "*Society*":
- (a) by delivering a written resignation to the secretary of the "*Society*" or by mailing or delivering it to the address of the "*Society*",
 - (b) upon failure to pay membership dues within a grace period of three (3) consecutive months after an Annual General Meeting; or
 - (c) on being expelled.

Member not in good standing may not vote

- 2.10** A 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.

Expelled Member

- 2.11** (1) A member may be expelled by a resolution of the Directors which has passed by a seventy-five percent (75%) majority.
- (2) Reasons for expulsion include non-compliance with the constitution or bylaws, or conduct which, in the opinion of the Directors, is detrimental to the purpose, character or operations of the "*Society*".
- (3) A member whose expulsion is proposed is entitled:
- (a) to ten (10) days' notice of the Directors' meeting at which the matter will be considered,
 - (b) no less than ten (10) days before the said meeting, to be informed in writing of the charges, and
 - (c) to be present and to be heard before a vote is taken.
- (4) An appeal of expulsion may be taken to a extraordinary general meeting of the "*Society*" which shall be called for that purpose if the appellant submits a written request. Such appeal shall be decided by a majority vote of members present.

PART 3 – GENERAL MEETINGS OF MEMBERS

General Meetings

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

- (1) General meetings shall be held as the *Societies Act* requires or the Directors decide, with each member in good standing for thirty (30) days prior to the meeting entitled to one vote.
- (2) The Annual General Meeting shall be held each year on such day, place and hour as the Directors may determine as soon as possible subsequent to the "*Society's* October 31st year end, but in any event not later than 60 days after the completion of the "*Society's*" year end financial statements.

Ordinary business at Annual General Meeting

3.2 At an Annual general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) adoption of the minutes of the previous Annual General Meeting;
- (c) consideration of any financial statements of the "*Society*" presented to the meeting;
- (d) consideration of the reports, if any, of the directors or auditor;
- (e) election or appointment of directors;
- (f) appointment of an accountant, if any;
- (g) business arising out of a report of the directors not requiring the passing of a special resolution;
- (h) consideration of a major capital expenditures budget. (Excluding emergency, and life and safety and continuity of operations.)

Extraordinary General Meetings

- 3.3**
- (1) Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
 - (2) Extraordinary general meetings may be called as deemed desirable or necessary by the Directors.
 - (3) Extraordinary general meetings must be called:
 - (a) upon receipt by the directors of a written request to hear an appeal against a member's expulsion, or
 - (b) upon receipt by the directors of a written, signed request by at least ten members in good standing which sets forth the business to be discussed at the extraordinary meeting.
 - (4) No other business shall be considered than that for which the extraordinary general meeting has been called.

- 3.4** (1) Notice of general meetings, and the proposed agenda, must be given not less than fourteen (14) days in advance. Notice of meetings shall be sent to all members by e-mail to the e-mail address on the member's application form, and displayed at the front entry notice board of the Okanagan Mission Community Hall, in the Okanagan Mission Community Hall website, in the Tennis Committee website and on a recognized local on-line media at least once in each week of the fourteen (14) days immediately before the meeting.
- (2) The failure of any member to observe or receive notice shall not invalidate 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.

(a) Special business is:

- (i) all business at an extraordinary general meeting except the adoption of rules of order, and
- (ii) all business conducted at an annual general meeting, except the following:
 - (A) the adoption of the agenda;
 - (B) the consideration of the financial statements;
 - (C) the report of the Directors;
 - (D) the report of the auditor, if any;
 - (E) the election of Directors;
 - (F) the appointment of the accountant, or the waiver of Section 8.2 of these bylaws;
 - (G) any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

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 there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual 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 20 voting members.

Lack of quorum at commencement of meeting

3.10 If, within 30 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 10 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 30 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 not 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 except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

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 that 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 accountant'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 accountant, if any, or the waiver of Section 8.2 of these bylaws;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.15** 1) 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.
- (2) Election of Directors shall be by secret ballot.
- (3) A member in good standing present at a general meeting is entitled to one (1) vote.

Announcement of result

3.16 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.

Majority in Voting

3.17 At all meetings of the Association ordinary resolutions or motions will be decided by a simple majority of the votes; special resolutions require a seventy-five percent (75%) majority.

Proxy voting ~~not~~ permitted

3.18 A member in good standing may present up to one (1) proxy upon and in the prescribed form and format and vote same after having registered them prior to the meeting's start.

Matters decided at general meeting by ordinary resolution

3.19 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.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The "*Society*"s Board of Directors shall consist of seven (7) members, or such number as may be determined from time to time in a general meeting.

Election or appointment of directors

- 4.2** (1) At each annual general meeting, the voting members entitled to vote for the election of directors must elect or appoint the Board.
- (2) The Past President or designate shall chair the Nominating Committee and shall bring forward a slate of candidates, who have accepted to be presented as candidates, to the Directors to be presented by the Nominating Committee at the Annual General Meeting; as well, nominations may be received from the floor provided the nominee is present to accept, or has sent written acceptance to the Board in advance of the annual general meeting.
- (3) Candidates for director positions must put their names forward 2 weeks in advance of the annual general meeting to the Nominating Committee.
- (4) A designation, election or appointment of an individual as a director is invalid unless
- a) the individual consents in writing or by e-mail to be a director of the society, or
 - b) the designation, election or appointment is made at a meeting at which the individual is present and the individual consents, at the meeting, to be a director.
- (5) Any member in good standing is eligible to stand for election as a Director upon accepting a nomination.
- (6) An election may be by acclamation; otherwise it shall be by secret ballot.
- (7) At the annual general meeting the determined number of Directors shall be elected. They in turn at their first meeting together shall elect the Executive officers, namely the President, Vice-President, Secretary and Treasurer. The Executive Office of President is for a term of no more than two (2) years.
- (8) The position of Past President is an automatic position.

Directors may fill casual vacancy on Board

4.3 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

4.4 A director so appointed holds office only until the next annual general meeting at which time they will be eligible for re-election.

Continuity of Governance

- 4.5** (1) In order to facilitate continuity of governance four (4) Directors shall be elected on the even years and three (3) shall be elected on the odd years. All directors shall be elected for a two year term.
(2) Directors may not serve more than three (3) consecutive terms.

Removal of a Director

4.6 The members may by special resolution remove a Director before the expiration of the term of office and may appoint a member in good standing. Such appointment will be in effect until the next Annual General Meeting.

PART 5 – DIRECTORS' MEETINGS

Proceedings of Directors

- 5.1** (1) The Directors may meet at the places they agree upon, adjourn and otherwise regulate their business, as they see fit.
(2) Notice of meetings of the Directors may be given by mail, telephone, e-mail, or in person.
(3) Four (4) Directors shall form a quorum at any of their meetings, and all questions shall be decided by a majority of votes except as provided otherwise by the bylaws. In the case of a tie the motion is lost.
(4) A Director who is absent from three consecutive meetings of the board without giving notice or reason may cease to be a Director at the discretion of the board.
(5) A Past President who is not a Director shall not carry a vote on the Board.

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

E-mail voting

5.3 Urgent matters could be voted on by the board through e-mail consensus, with such vote being ratified at the next, following directors' meeting.

Notice of directors' meeting

5.4 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.5 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.6 The directors may regulate their meetings and proceedings as they think fit.

Committees

5.7 (1) The Directors may delegate some, but not all, of their powers to committees consisting of Directors and members as they see fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

(3) The members of the committee may meet and adjourn as they think proper.

(4) Upon completion of the task for which it was struck, the committee shall be considered dissolved.

(5) A standing committee shall be established and known as the "Tennis" Committee, which will be responsible for the day to day activities of tennis, including but not limited to coaching, game play order, special tennis events, etc. The "Tennis" Committee shall not hold a bank account.

Validity of Proceedings

5.8 (1) No act or proceeding of the Directors is rendered invalid only by reason of there being less than the prescribed number of Directors in office.

(2) A resolution in writing, (email may be utilized) signed by all Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected annually to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

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.

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.

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, excluding committees;
 - (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;
 - (f) maintain 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) In conjunction with the President or his designates, develop and present the "*Society's*" proposed operational budget for the coming year for acceptance by the Board;
 - (b) keep the financial records, including books of account, necessary to comply with the *Societies Act*;
 - (c) render financial statements to the Directors, members and others when required;
 - (d) present the signed accountant's report of examined accounts to the members of the "*Society*" at the Annual General Meeting.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1**
- (1) A Director of the "*Society*" shall not profit from his or her Directorship.
 - (2) No member of the Board shall accept any remuneration for services rendered to the Association. The provisions of this clause shall not apply to the reimbursement of a Director in respect of expenses incurred with the Board's approval in carrying out the business of the "*Society*".
 - (3) A Director who is in any way interested in a contract, part contract or transaction with the "*Society*":
 - (a) shall declare the nature and extent of his or her interest at a meeting of the Directors,
 - (b) shall absent himself or herself from any discussion of the proposed contract or transaction, and
 - (c) shall not vote in respect of any such contract or transaction with the "*Society*" in which he or she is interested.
 - (4) No Director who is in such a conflict of interest shall be eligible to hold a position on the Executive while the conflict continues.

Signing authority

- 7.2** 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*".

PART 8 – OTHER BUSINESS

Borrowing, Buying & Selling

- 8.1** No borrowing against, or buying or selling of capital items shall be undertaken by the Directors unless first approved by the members by special resolution at an extraordinary general meeting called for that purpose.

Review Engagement Report

- 8.2** At least once each year the accounts of the *"Society"* shall be examined and the correctness thereof ascertained by an accountant, whom shall have been appointed at the previous annual general meeting.

Bylaws

- 8.3** These bylaws shall not be altered or added to except by special resolution.

Rules of Order

- 8.4** Decisions on questions of procedure on which these bylaws are silent will be guided by Robert's Rules of Order, Revised.

Unalterable Clauses, previously included in the Constitution

- 8.5**
1. The operations of the *"Society"* are to be chiefly carried on in the vicinity of the Okanagan Mission in the City of Kelowna, in the County of Yale in the Province of British Columbia. This provision is not alterable.
 2. In the event of dissolution of the *"Society"* for any cause whatsoever, all of the assets of the *"Society"* remaining after payment of all of the liabilities shall be distributed to one or more recognized charitable organizations in British Columbia or to a Canadian municipality. This provision is non-alterable.

Special Resolutions Registered June 2001

Resolved as a special resolution that the Association accept the assets (subject to any liabilities) of the Okanagan Mission Community Tennis Club as at the end of the current 2001 tennis season on or about October 15, 2001; and,

Resolved as a special resolution that the Association borrows up to \$350,000 guaranteed by the City of Kelowna to complete the following:

- a) enclosure of the three existing tennis courts and
- b) update the tennis facilities; and

Resolved as a special resolution that the Association enter into a 25 year lease with the City of Kelowna for the adjacent lands at an annual rent of \$1 (one dollar); and, that any two Directors be and are hereby authorized to execute and deliver any and all documentation and perform all such acts and deeds as are reasonably necessary to give effect to the above transactions.

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