

# **Constitution and Bylaws of the Kelowna Lawn Bowling Club**

## **Constitution**

1. The name of the Society is Kelowna Lawn Bowling Club.
2. The purposes of the Club are to operate and maintain a non-profit lawn bowling facility, to promote the game of lawn bowls and to provide for the enjoyment and relaxation of the club members.

# Bylaws of Kelowna Lawn Bowling Club

## Part 1 – Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
  - a. “Directors” means Directors of the Club for the time being;
  - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c. “registered address” of a member means his address as recorded in the register of members;
  - d. “Club” shall mean this Society;
  - e. “Executive” means the President, Vice-President, Secretary and Treasurer.
  - f. “Board” shall mean the Executive and Directors of the Club.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

## Part 2 – Membership

- 2.1 The members of the Club are the applicants for incorporation of the Club, and those persons who subsequently have become members, in accordance with these bylaws, and, in either case, have not ceased to be members.
- 2.2 Membership in the Club shall be open to any person requesting admission on the appropriate form and upon payment of the stipulated membership fees.
- 2.3 Every member shall uphold the constitution, comply with these bylaws and any rules of the Club.
- 2.4 Classes of membership include:
  - a. Full Member: A “Full” member in good standing is entitled to:
    - i. Attend, participate in proceedings and vote at the general meeting of the Club,
    - ii. Stand for election to any elective office,
    - iii. Participate in the game of lawn bowls provided he has received instruction in the fundamentals of the game,
    - iv. Participate in all social activities of the Club.
  - b. Life Member: A member who has made outstanding contributions to the Club over the period of his membership may be elected to “Life Membership” at a Board Meeting of the Club and presented at the next AGM. A “Life Member” will have all the rights and privileges of a “Full” member without the payment of dues. The number of Life Members shall at no time exceed five (5).

- c. Social Member: A “Social” member in good standing will be invited to participate in all social functions and may benefit from “Member” pricing (as opposed to “Guest” pricing) at the event. Social members may not vote, hold office or participate in the proceedings of any general meeting. Previous “Full” members, now “Social” members, may be allowed to bowl at Club Social functions (Fun Days) 3-4 times per year with approval of the function organizer, but cannot enter Club tournaments.
  - d. Junior Member. Persons under the age of 19 years, as of the 1<sup>st</sup> day of April of the current year shall be classified as “Junior” members. Junior members shall be entitled to such privileges as set by the Board, but shall not be entitled to vote at general meetings or to hold any Club office.
  - e. Visitor Member. Intended for Lawn Bowlers who are visiting Kelowna for an extended period of time. A “Visitor” member may apply for bowling privileges during the current bowling year for a maximum number of months and a monthly fee determined by the Board. A Visitor member may bowl in Club draws and attend Club social functions and may benefit from “Member” pricing (as opposed to “Guest” pricing) at the event, but may not enter Club tournaments, nor vote, hold office or participate in the proceedings of any general meeting.
  - f. Drop In. Intended for Lawn Bowlers who are visiting Kelowna for a short period of time. Drop In bowlers may be invited to play in daily Club draws for up to 3 times per year, but may not enter Club tournaments, nor vote, hold office or participate in the proceedings of any general meeting. No specific fee is charged for drop in play, but donations are appreciated.
  - g. Other Classes may be authorized, and the privileges and fees for such members are set by the Board and ratified at a general meeting.
- 2.5 The schedule of annual membership fees shall be recommended by the Board and shall be determined at the semi-annual or other general meeting called prior to commencement of the playing season.
- a. Annual membership dues are payable no later than April 1<sup>st</sup> of each year.
  - b. The annual fees for “Full” membership in any year as set at a general meeting shall remain unchanged during the playing season it may be reduced or prorated according to the fee schedule approved by the Board for the following applicants:
    - i. A new member not previously a member,
    - ii. A renewal member who suffered a temporary physical disability causing the termination of membership,
    - iii. A renewal member who has not been a member for the two previous bowling seasons.

- 2.6 A person shall cease to be a member of the Club
- a. By delivering his resignation in writing to the Secretary or by mailing, emailing or delivering it to the address of the Club;
  - b. On his death;
  - c. On being expelled;
  - d. On having been a member not in good standing for a period of two consecutive months.
- 2.7 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution of expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.

## **Part 3 - Meetings of Members**

- 3.1 The annual general meeting shall be within 60 days of the Club fiscal year end (September 30<sup>th</sup>) each year at a time and place specified in the notice calling the meeting. The purpose shall include
- a. The election of officers including Executive and Directors,
  - b. The election of an auditor, if one is required. (Part 8.1)
  - c. Presentation and consideration of financial statements (audited if required).
  - d. Consideration of the annual report of officers and committees.
- 3.2 The semi-annual general meeting shall be held in April of each year. The purpose shall include consideration of the budget and other reports necessary to establish the schedule of membership fees (Part 2.5) for the current fiscal year.
- 3.3 Every general meeting, other than an annual or semi-annual general meeting, is an extraordinary general meeting.
- 3.4 An extraordinary general meeting may be convened by the Board when it thinks fit or shall be convened upon written request of ten percent of the members in good standing, such request stating the purpose of the general meeting. In the latter case the extraordinary general meeting shall be held within twenty-one days after receipt of the written request by the Secretary.
- 3.5 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of the business. Such notice shall be communicated to registered members by electronic email (or by phone if member does not have email) not less than ten (10) clear days before such meeting to each member of the Club.
- 3.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive a notice does not invalidate the proceedings at that meeting.

## **Part 4 – Proceedings At General Meetings**

### **4.1 Special business is**

- a. All business at an extraordinary general meeting.
- b. All business that is transacted at an annual general meeting or a semi-annual general meeting, except such business, as under these bylaws, ought to be transacted at an annual or semi-annual general meeting.

### **4.2 No business, other than the election of a chairman and the adjournment or termination of a meeting, shall be conducted at a general meeting at a time when a quorum is not present.**

### **4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.**

### **4.4 A quorum is twenty (20) percent of the members eligible to vote, but in no case shall the number be fewer than three (3), or a greater number that the members may determine at a general meeting.**

### **4.5 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.**

### **4.6 At a general meeting, the President of the Club, the Vice-President, Secretary or Treasurer, or in the absence of the above, one of the other Directors present shall preside as chairman of a general meeting.**

If there is no member of the board present within fifteen (15) minutes after the time appointed for holding a meeting, or the members of the board present are unwilling to act as chairman, then the members present shall choose one from their number to be chairman.

### **4.7 General meeting adjournment**

- a. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c. Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### 4.8 Voting

- a. In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- b. A voting member in good standing present at a meeting of members is entitled to one vote.
- c. Voting is by show of hands except where voting by ballot is carried by motion or prescribed by these bylaws.
- d. When voting by ballot where three or more choices are possible, a plurality of votes shall rule.
- e. Voting by proxy is not permitted.

## Part 5 – Directors and Officers

- 5.1 The Board may exercise all the powers and do all the acts and things that the Club may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meeting but subject, nevertheless, to
  - a. All laws affecting the Club;
  - b. These bylaws; and
  - c. Rules, not being inconsistent with these bylaws, which are made from time to time by the Club in general meeting.
  - d. No rule made by the Club in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.2 The Board of Directors of the Club shall consist of the Executive (President, Vice-President, Secretary and Treasurer) and a minimum of seven (7) other Directors or a greater number determined from time to time by the Board and ratified at a general meeting. The Past President is a non-voting member of the Board and acts in an advisory capacity to the President.
- 5.3 The members of the Board, shall be elected each year at the annual general meeting; and election may be by acclamation, otherwise it shall be by ballot; separate elections shall be held for each office to be filled.
- 5.4 The Board may at any time and from time to time appoint a member in good standing as a Director to fill a vacancy on the Board; a Director so appointed holds office only until the next annual general meeting but he may stand for re-election. The foregoing provision does not apply to the office of President, to which should a vacancy occur, the Vice-President shall automatically succeed.
- 5.5 The members of the Club may by special resolution remove a Director before the expiration of his term of office and may elect a successor to complete the term of office.

- 5.6 No member of the executive shall receive any remuneration from the Club for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily reasonably incurred by him while engaged in the affairs of the Club.
- 5.7 Notwithstanding the authority of Part 5, Sec 5.1, the Board shall obtain the prior approval of a general meeting of the members before entering into a capital expenditure commitment exceeding \$5,000, except for funding in any amount received from grants for a specified purpose.

## **Part 6 – Proceedings Of The Board**

- 6.1 The Board shall meet not less than four (4) times within the period between the annual general meetings at places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 A quorum shall consist of a majority of the Directors on the Board.
- 6.3 The President shall be chairman of all meetings of the Board, but if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President, Secretary or Treasurer shall act as chairman; but if none are present, the Directors present may choose one of their number to be chairman at the meeting.
- 6.4 A member who is absent from three (3) consecutive meetings of the Board may be required by the President to furnish an adequate explanation for his absence failing which the Board may, by majority vote, declare the office vacant.
- 6.5 No act of proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.6 The Board at its first meeting following the annual general meeting shall discuss the goals and duties of each officer and distribute the Club “Job Descriptions” as needed.
- 6.7 The Board may delegate any, but not all, of their powers to committees consisting of the Director, or Directors, or members of the Club as they think fit. The Board shall delegate such powers that the committee may make day-to-day decisions and carry out its assigned function within its budgetary allocation but, otherwise, shall refer major decisions and requirements to the Board with recommendations for formal approval. Each standing committee shall prepare a report to be presented at the ensuing annual general meeting.
- 6.8 The President shall be ex-officio member of all committees except the nominating committee.
- 6.9 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed upon it by the Board, and shall report every act of thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
- 6.10 The elected Director of each committee acts as the chairman at each committee meeting. In the absence of the chairman at a meeting of a committee duly called, the members present shall choose one of their number to be chairman of the meeting. The members of a committee may meet and adjourn as they think proper.

- 6.11 A committee may designate one or more subcommittees composed either of members of the committee, or other members of the Club, or both. A subcommittee is responsible to, and shall report to, the committee of origin.
- 6.12 In the case of an equality of votes the chairman does not have a second or casting vote.
- 6.13 A resolution proposed at a meeting of Directors or committees of Directors shall be seconded before being considered by the meeting.
- 6.14 Duties of Officers
- a. The *President* shall preside at all meetings of the Club and of the Board. The President is the chief executive officer of the Club and shall supervise all other officers in the exercise of their duties. The *Past-President* shall be available for consultation by the President.
  - b. The *Vice-President* shall carry out the duties of the President during his absence.
  - c. The *Secretary* shall:
    - i. Maintain the electronic membership email addresses and distribution groups.
    - ii. Conduct the correspondence of the Club, either in paper or electronic form;
    - iii. Issue notices of meetings of the Club and Directors;
    - iv. Keep minutes of all meetings of the Club and Directors;
    - v. Have custody of all records and documents of the society except those required to be kept by the Treasurer;
  - d. The *Treasurer* shall:
    - i. Keep the financial records, including books of account, necessary to comply with the Society Act;
    - ii. Develop an annual operating budget.
    - iii. Render budgets and financial statements to the Directors, members and others when required.
    - iv. Collect and deposit all membership fees and income from other sources.
    - v. Maintain the electronic register of members.
    - vi. Act as chairman of the "Grants and Funding" committee.
  - e. The offices of Secretary and Treasurer may be held by one person at the same time and he shall be known as the Secretary/Treasurer. On the other hand, the office of Secretary may be divided by the Board into offices such as recording Secretary, corresponding Secretary, etcetera, in such event the unqualified word "Secretary" used alone refers to the recording officer and not to any other secretarial office holder.
  - f. In the absence of the Secretary from a meeting, the chairman shall appoint another member to act as Secretary of the meeting.
- 6.15 A minimum of seven (7) Directors are elected at the fall AGM to act as chair persons of several standing committees that have been predefined by the current Board.

## **Part 7 – Borrowing**

- 7.1 In order to carry out the purposes of the Club the Board may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
- 7.2 No debenture shall be issued without the sanction of a special resolution duly passed at a general meeting.
- 7.3 The members may by special resolution restrict the borrowing powers of the Board but a restriction so imposed expires at the next annual general meeting.

## **Part 8 – Auditor**

- 8.1 This part applies only where the Club is required or has resolved to have an auditor.
- 8.2 The auditor shall be appointed by the Board.
- 8.3 An auditor may be removed by ordinary resolution.
- 8.4 An auditor shall be promptly informed in writing of appointment or removal.
- 8.5 No Director and no employee of the society shall be auditor.
- 8.6 The auditor may attend general meetings.

## **Part 9 – General**

- 9.1 Any deed, contract, document or instrument in writing required to be executed on behalf of the Club shall be signed by two members of the Board, one of whom shall be the President or Vice-President.
- 9.2 Any cheque, draft, promissory note or bill of exchange shall be signed on behalf of the Club by two of the following: the President, the Vice-President or the Treasurer.
- 9.3 The Club shall maintain at least one account with a chartered bank, credit union or trust company for the deposit or withdrawal of funds. The Club may invest its surplus funds only in securities in which trustees are authorized by law to invest.
- 9.4 The financial year of the Club shall end on September 30<sup>th</sup> each year.
- 9.5 Upon reasonable notice being given, the books and records of the Club normally available for examination may be inspected by members, by appointment, at such place as they are kept.
- 9.6 The Board may establish, amend or repeal standing rules for the conduct of all business and affairs of the Club not specifically provided for in these bylaws, subject to notification at the next annual or semi-annual meeting of the Club. The Secretary shall keep a record of the standing rules so established.
- 9.7 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt. The Secretary shall keep a copy of the above named book for ready reference at any meeting of the Club.

## **Part 10 – Notices to Members**

- 10.1 A notice may be given to a member, either personally, by mail to his registered address, by phone, or electronically by email to his registered email address.
- 10.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted and in proving that the notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 10.3 Notice of a general meeting shall be given to
  - a. Every member shown on the register of members on the day notice is given; and
  - b. The auditor, if Part 8 applies.
  - c. No other person is entitled to receive notice of general meeting.

## **Part 11 – Bylaws**

- 11.1 On being admitted to membership, each member is entitled to and the Club shall give him, free of charge, or if so resolved by the Board, on payment of a nominal sum, a copy of the Club's constitution and bylaws.
- 11.2 These bylaws shall not be altered or added to except by special resolution and the resolution is effective on the date of its acceptance by the registrar as being in compliance with the Society Act, or where the resolution is accepted by the registrar and a later date is specified in the resolution, on that later date.

## Part 12 – Termination of the Club

**12.1** Upon dissolution of the Kelowna Lawn Bowling Club, the assets which remain after payment of all costs, charges and expenses, which are the property incurred in winding up, shall be distributed to the Central Okanagan Hospice House of in Kelowna. **This provision was previously unalterable.**

**Approved by General Meeting held on October 27, 2024**

**Kelowna Lawn Bowling Club**

President:

Signature \_\_\_\_\_ **Patrick Martin** \_\_\_\_\_

Club Administrator:

Signature \_\_\_\_\_ **Cynthia Hlokoff** \_\_\_\_\_