

SOCIETY ACT
CONSTITUTION AND BYLAWS
OF
SOUTH FRASER FIELD LACROSSE ASSOCIATION

INCORPORATED 2006 (Certificate of Incorporation Number S-50801)

AMENDED 23 FEBRUARY 2009

CONSTITUTION

ARTICLE I

The name of the society is "SOUTH FRASER FIELD LACROSSE ASSOCIATION" and shall hereafter be referred to as the "*Society*".

ARTICLE II

The purposes of the *Society* are:

1. to promote, teach and perpetuate the game of field lacrosse;
2. to teach respect for all players, officials and spectators at all times;
3. to develop community spirit;
4. to promote the interest of field lacrosse in this community for the greatest number of participants; and
5. to actively support the game of field lacrosse at all playing levels.

ARTICLE III

The above purposes of the *Society* shall be carried out without purpose of gain for its members, and any profits or other accretions to the *Society* shall be used for promoting its purposes, and all of the above purposes shall be carried on an exclusively charitable basis.

ARTICLE IV

In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall, within one (1) year, be given or transferred to such organization or organizations concerned with the same purposes of this

Society as may be determined by the members or the Society at the time of winding up or dissolution, and in effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This clause with respect to dissolution shall be unalterable.

ARTICLE V

No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

ARTICLE VI

Sections 3, 4, 5 and 6 of the Constitution are unalterable in accordance with the Society Act.

ARTICLE VII

The operations of the *Society* are to be carried on in the City of Surrey, in the Province of British Columbia. This provision is alterable.

BYLAWS

BYLAW I - DEFINITIONS

- (1) In these Bylaws, unless the context otherwise requires:
 - a) "Association" refers to the South Fraser Field Lacrosse Association;
 - b) "BCLA" refers to the British Columbia Lacrosse Association;
 - c) "Executive" refers to the Executive Committee of the Association established under these Bylaws;
 - d) "Director" refers to a person elected to the Executive by the membership of the Association;
 - e) "Officer" refers to a person appointed to the Executive by the elected Directors as necessary to properly carry out the business of the Association;
 - f) "Member" of the Association shall be a subscriber to the Constitution and Bylaws and any person admitted as a Member by the Executive;
 - g) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation.

BYLAW II - MEMBERSHIP

- (1) All Members shall be considered as Members in good standing if they:
 - a) have maintained their membership by payment of annual registration fees of the Association;
 - b) have complied with the Constitution and Bylaws of the Association;
 - c) are not under suspension, or have not had their registration cancelled; and
 - d) otherwise qualify for membership.
- (2) There are three types of membership in the Association:
 - a) Playing Member, who:
 - i) is recorded on the Association Register; and
 - ii) has paid the annual registration fee in the current season; and

- iii) resides within the City of Surrey, or does not reside in the City of Surrey but wishes to register with the Association, and is eligible to play in any lacrosse association as determined by the BCLA.
- b) Voting Member, who is in good standing, 18 years of age or over, and either:
 - i) a custodial parent or guardian of at least one Playing Member (as listed on the BCLA registration form); or
 - ii) any coach, assistant coach, trainer, manager or official of the Association; or
 - iii) any person who is actively involved in the general work of the Association, or
 - iv) all persons elected or appointed by the Association.
- c) Non-Voting Associate Member, who:
 - i) is any person not meeting the requirement for a Voting Member, but may become a Non-Voting Member upon sponsorship of two Voting Members and acceptance by the Executive; or
 - ii) any coach, assistant coach, trainer, manager or official of the Association under the age of 18.

BYLAW III – REGISTRATION AND MEMBERSHIP FEES

- (1) Registration
 - a) All playing members are to be registered in accordance with the most current BCLA General and Field Directorate Operating Policies.
 - b) The first registration date of players for the upcoming season shall be no later than the Annual General Meeting.
 - c) The final registration date of players shall be set out by the BCLA Field Directorate.
 - d) No unregistered players may participate in practices or games
- (2) For the purposes of these Bylaws and any Association related communications, the address of record of any Member shall be the Member's civic address as last notified, by the Member, in writing or e-mail to the Association and recorded on the Association's register. It shall be the responsibility of the Member to notify the Association of any change of address or other related information on a timely basis. Any notice mailed or e-mailed to the Member at the address of record will be deemed received by the Member at the date and time it was posted.

(3) Membership Fees:

- a) Fees for playing members shall be fixed annually by the Executive and will include any assessments by the BCLA for membership.
- b) The Executive shall have the discretionary power to waive membership fees in exceptional circumstances.
- c) Sponsorship fees shall be fixed annually by the Executive.

BYLAW IV – WITHDRAWAL, SUSPENSION AND EXPULSION

- (1) Any member who desires to withdraw from membership in the Association may notify the Executive to that effect and on receipt by the Executive of such notice the member shall cease to be a member.
- (2) A Member may, at the discretion of the Executive, be suspended as a Member of the Association upon notification from the Executive for conduct deemed to be improper, unbecoming or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the Constitution or Bylaws of the Association.
- (3) Expulsion:
 - a) The Executive may at any time when all of the members of the Executive (other than an elected Director or appointed Officer who might be the member concerned), are of the opinion that a Member is not acting in the best interests of the Association, prepare a special resolution to expel the Member from the Association and call an extraordinary general meeting of the membership to vote on such resolution.
 - b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the extraordinary general meeting of the membership before the special resolution is put to a vote.
- (4) Where a person is suspended or expelled as a Member, the person shall forfeit all rights and privileges in the Association until such time as the person is reinstated as a Member in good standing.

BYLAW V – MEETINGS OF MEMBERS

- (1) There are three types of meetings in the Association:
 - a) Annual General Meeting
 - i) The Annual General Meeting shall be held in February of each year at such place and time as may be determined by the Executive.

- ii) Business transacted at an Annual General Meeting shall consist of:
 - the adoption of previous meeting minutes;
 - the presentation of reports of the Executive;
 - the presentation of the financial statement for the fiscal year just ended for adoption by the membership;
 - the report of the auditor, if any;
 - the appointment of the auditor, if required;
 - the election of Directors;
 - the presentation and ratification of any amendments to the Constitution and Bylaws; and
 - the other business that, under these bylaws, ought to be transacted at the Annual General Meeting or brought under consideration by the reports of the Executive issued with the notice convening the meeting.
- iii) Any business falling outside of that listed in Clause ii) above shall be considered as special business.

b) Extraordinary General Meetings

General meetings of the membership may be convened by order of the Executive at such time and place as may be determined by the Executive. Members may request the Executive to hold a general meeting through a petition in writing signed by ten percent (10%) of Members in good standing. All business conducted at an extraordinary general meeting is considered special business.

c) Executive Meetings

- i) The Executive shall hold a meeting within thirty (30) days of the date fixed for the holding of the Annual General Meeting.
- ii) The Executive may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- iii) Quorum shall be a simple majority of the Executive then in office.
- iv) The President shall chair all meetings of the Executive, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed to hold the meeting, the Vice President shall act as chair; but if neither is present, the Executive members present may choose one of their number to chair that meeting.
- v) The President may at any time convene a meeting of the Executive.
- vi) Questions arising at any meeting of the Executive shall be decided by a majority of votes. Only elected Directors participating at a meeting, either in person or by telephone, shall be entitled to vote;

one vote per person. In case of an equality of votes, the chairperson in addition to his original vote shall have a second or casting vote. Voting by proxy is not permitted.

- vii) Only Executive members may attend an Executive meeting. Guests may be invited by any member of the Executive, providing that advance notice is provided to the Executive and that there are no objections.
- viii) Members of the Association may request to be scheduled to address the Executive at an Executive Meeting. Such request must be made in writing to the President, accompanied by background information on the issue the member wishes to address. This written request must be submitted at least one week in advance of the meeting and will only be approved if time permits on the agenda for that meeting. The delegation will be allowed a maximum of fifteen (15) minutes. The delegation may consist of a maximum of three (3) persons unless prior approval has been obtained from the President of the Association. A maximum of two (2) delegations will be heard at any one meeting. Presentations from persons who appear at the Executive Meeting without prior approval shall not be accepted by the Executive.
- ix) A Resolution in writing signed by all members of the Executive personally shall be as valid and effectual as if it has been passed at a meeting of the Executive duly called and constituted.

(2) Administration of Meetings

- a) The President of the Association, the Vice President, or in the absence of both, one of the other Directors present shall preside as chairperson of any Association meeting.
- b) In the absence of the Secretary from any meeting, the Executive shall appoint another person to act as Secretary at the meeting.
- c) If at a general meeting:
 - i) there is no member of the Executive present within fifteen (15) minutes after the time appointed for holding the meeting, or
 - ii) the President and all the other members of the Executive present are unwilling to act as chairperson,then the Voting Members present shall choose one of their number to be chairperson.
- d) Meetings shall be conducted according to Robert's Rules of Order Revised, so long as they are not inconsistent with these Bylaws.

(3) Notice

- a) Notice of the time, date and place of all general meetings and the general nature of the business to be transacted shall be communicated to each Member at least seven (7) days before the holding of the meeting. Notice shall be deemed to be given to all Members of the Association entitled to receive notice of a general meeting by posting a notice on the Association's website and/or in local Surrey and White Rock newspapers.
- b) Notice of Executive meetings shall be communicated to Executive members by the President via e-mail or telephone.
- c) No error or omission in giving notice of any general meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat.

(4) Quorum

- a) A quorum for the transaction of business at any general meeting is twenty (20) Voting Members plus a simple majority of the Executive, or such greater number of Voting Members as the Members may determine at the general meeting.
- b) Once quorum is established at a general meeting, quorum is deemed to exist notwithstanding that less than twenty (20) Voting Members, or less than a simple majority of the Executive is present, until such time as the chairperson of the meeting declares that there is no longer a quorum present.
- c) In the event that sufficient Voting Members and members of the Executive are not present at a general meeting within one-half hour from the time appointed for the meeting, the meeting shall stand adjourned to a future date, time and location to be posted on the website at least seven (7) days prior to the adjourned meeting. 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, provided there are at least ten (10) Voting Members and a simple majority of the Executive present.
- d) No business, other than an election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time a quorum is not present.
- e) 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.

(5) Voting

- a) Any Member in good standing may attend a general meeting of the Association, however only a Voting Member in good standing for at least thirty (30) days may vote, and is only entitled to one vote.
- b) Voting by proxy is not permitted.

(6) Adjournments

- 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 fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c) Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted as an adjourned general meeting.
- d) All resolutions proposed at a meeting shall be seconded and the chairperson of the meeting may move or propose a resolution.

BYLAW VI – EXECUTIVE COMMITTEE

- (1) The affairs of the Association shall be managed by an Executive Committee (the “Executive”) of not less than five (5) members. No act or proceeding of the Executive is invalid only by reason of there being less than the prescribed number of members in office. The Executive shall consist of elected Directors (listed in Bylaw VII) and appointed Officers.
- (2) The election of Directors shall be conducted as follows:
 - a) Nominations will be accepted from the floor during the Annual General Meeting.
 - b) The nominees must be present at the Annual General Meeting and give verbal approval to allow their name to stand.
 - c) The President shall appoint a scrutineer to conduct the election of Directors.
 - d) Elections shall be done by an appropriate voting system agreed to by the Executive.
 - e) Separate elections shall be held for each position to be filled.
 - f) An election may be made by acclamation; otherwise it shall be by ballot.
 - g) If no successor is elected, the position shall be deemed vacant and may be appointed at a future meeting of the Executive.
- (3) On completion of their term at the Annual General Meeting, the Directors shall retire from office and their successors shall be elected.
- (4) In the event of a resignation of position, and if deemed necessary by the President, a replacement for the remainder of the term shall be selected by clear majority vote of the Executive.

- (5) The Executive may exercise all the powers and do all the acts and things that the Association 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 Association at a general meeting of the membership, but subject, nevertheless, to:
 - a) all laws affecting the Association;
 - b) these bylaws; and
 - c) rules, not being consistent with these Bylaws, which are made from time to time by the Association in at a general meeting.
- (6) In addition to various powers, duties and authorities herein conferred upon them, the Executive shall have the following powers and authority:
 - a) to deal with protests and complaints;
 - b) to suspend or expel members for willful violation of the Association objectives;
 - c) to cancel certificates of registration for cause; and
 - d) to deal with every application of transfer.
- (7) The immediate Past President shall sit on the Executive, but shall not have a vote on the affairs of the Association.
- (8) The Executive may add additional duties to any Executive member or transfer duties among the Executive members.

BYLAW VII – DIRECTORS, OFFICERS AND COMMITTEES

- (1) The Directors of the Association shall be elected members of the Executive and shall be as follows:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Director of Coaching
 - f) Director of Officiating
- (2) Terms of office for the elected Directors of the Executive shall be for a period of one (1) year, effective the first (1st) day of May.
- (3) Officers should be appointed by the elected Directors within two months of the Annual General Meeting.
- (4) Terms of office for the appointed Officers of the Executive shall be for a period of up to one (1) year, expiring the thirtieth (30th) day of April.

- (5) An Executive member may serve only in one executive position at any one time, with the exception of a combined Secretary-Treasurer position.
- (6) The authorized signatories of the Association shall be the President, Vice President, Treasurer and Secretary.
- (7) All financial transactions shall be signed by two (2) of the authorized signatories, one of which shall be the Treasurer.
- (8) The Members may by special resolution remove an Director before the expiration of his term of office, and may elect a successor to complete the term of office.
- (9) An Executive member may delegate any, but not all, of their powers to committees consisting of the Executive member or Members as they see fit:
 - a) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Executive, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Executive to be held after it has been done.
 - b) The members of the committee may meet and adjourn as they see fit.

BYLAW VIII - SEAL

- (1) The Executive may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- (2) The common seal shall be affixed only when authorized by a resolution of the Executive and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

BYLAW IX - FUNDRAISING

- (1) No Member may, without the prior approval of the Executive, solicit or raise funds in any manner on behalf of, or purported to be on behalf of, the Association or individual teams.
- (2) After receiving Executive approval, all monies fundraised by a team must:
 - a) be shared evenly and equally amongst all players on that team who participated in the fundraising event(s);
 - b) be used in the season the money was raised; and
 - c) be recorded on an itemized report to show money raised and money spent. The report and any funds remaining at the end of the season will be turned over to the Treasurer to be deposited into the Association's general account.

BYLAW X - BORROWING POWERS

The Executive is not permitted to borrow money on behalf of the Association without the sanction of a special resolution by the Voting Members of the Association.

BYLAW XI – ACCOUNTING AND AUDITING

- (1) The Executive shall prepare all reports, including financial reports, required by law to be prepared by the Association for the Annual General Meeting.
- (2) The Executive shall on behalf of the Association file all financial and other reports that have to be filed after the Annual General Meeting as required by the Society Act and Income Tax Act or otherwise law.
- (3) The Executive shall ensure the Association has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
- (4) The Executive, on behalf of the Association, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
 - a) all money received and disbursed by the Association and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the Association, and
 - c) every other transaction affecting the financial position of the Association.
- (5) The books, accounts and records of the Association as maintained by the Treasurer shall be reviewed at least once a year by a person or auditor selected by the Executive. An auditor or auditors shall hold office for such period as the Executive may determine.

BYLAW XII – BOOKS AND RECORDS

- (1) The Executive shall cause all necessary books and records of the Association required by these Bylaws or by any applicable statute or law shall be regularly and properly kept.
- (2) The books of account shall be kept at such place in the Province of British Columbia as the Executive thinks fit, and shall at all times be open for inspection by the Executive.
- (3) The fiscal year of the Association shall terminate on the thirtieth (30th) day of April each year.
- (4) The Executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts

and books of the Association shall be open to the inspection of Members not being members of the Executive; and no Member (not being a member of the Executive) shall have any right of inspecting any account or book or document of the Association except as conferred by law or authorized by the Executive or by resolution of the membership, whether previous notice thereof has been given or not.

BYLAW XIII – AMENDMENT OF THE BYLAWS

- (1) The Constitution and Bylaws of the Association will be posted on the Association's website for viewing and download. If, however, a registered Member requests in writing a hard copy of the Constitution and Bylaws of the Association, such will be provided to the Member without charge.
- (2) Amendments or alterations to the Constitution or any of the Bylaws of this Association may be made at any Annual General Meeting or Extraordinary General Meeting of the Association, but only by a special resolution.
- (3) No such amendments shall be made unless carried by a vote of a simple majority of the Voting Members in attendance at an Annual General Meeting or Extraordinary General Meeting.
- (4) Notice of any proposed amendment or alteration shall be given in writing to the Secretary at least forty-five (45) days prior to the date of the meeting at which such amendment is to be submitted and the Secretary shall cause such changes to be printed and posted thirty (30) days prior to the meeting.