



Transition Guidelines for Rugby Clubs & Societies

Meeting New BC Societies Act Requirements

A society is a not-for-profit corporation. In BC, societies are guided by the *BC Societies Act*. Most BC-based rugby clubs are societies, including BC Rugby. As a result, these clubs qualify for a variety of legal and financial benefits.

On November 28th, 2016, the new *BC Societies Act* came into force. With it came new expectations of BC societies. All existing societies in B.C. have two years to transition their Constitution and Bylaws to comply with the new requirements. Any BC rugby club that is a BC Society must complete the transition before November 28, 2018 or risk losing its status as a society.

Transitioning a Constitution and Bylaws is the last thing most rugby clubs want to focus on over the next several months. These Guidelines are meant to help rugby clubs to comply with the new Societies Act requirements. They include a Bylaw Template in Appendix I that provides a useful starting point for your club's new or updated set of Bylaws.

STEP 1: Will Your Club Declare Itself Member-Funded?

The new Act requires that a club decide if it wants to be identified as 'member-funded'. You can only be member-funded if you received less than \$20,000, or less than 10% of your club's gross revenue (whichever is greater), from public donations and/or government funding or grants in the prior two fiscal years.

If you elect to be member-funded, you are not eligible to apply for BC Gaming Community Grants.

Factor	Member-Funded Society	Ordinary Society
All Financial Statements	Optional Public Access	Required Public Access
Minimum Number of Directors	One (1)	Three (3)
Director Remuneration Disclosed	Not Required	Required
An Employee is a Director	It's Okay	Not Allowed
Asset Distribution at Dissolution	In Any Manner, Including to Members	To Another Ordinary Society
Eligible for Gaming Grants	No	Yes
Eligible for Donations	Less Than \$20,000 Over 2 Years	Unlimited

Made your decision? Move on to Step 2.



STEP 2: Update Your Constitution

The new Act does not like wordy Constitutions. It requires that you move everything into your Bylaws, except the name of your club and your Statement of Purpose.

Review Your Purpose

Is your present-day Constitutional Purpose still accurate? If not, work with your executive to create a new one.

BC Rugby updated its Purpose as part of this process. It is now *"To grow, develop, and manage the sport of rugby in the Province of British Columbia."* A 'catch-all' additional statement was added, it reads, *"To undertake any other roles, functions, responsibilities or actions to best serve the sport of Rugby in the Province of British Columbia."*

You can [see the BC Rugby Constitution here](#).

If Member-Funded

If you are declaring yourself to be 'member-funded', you must add these words to your Constitution:

"This club is a member-funded club. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this club may distribute its money and other property to its members."

If you are not member-funded, your Constitution must be only your club name and Purpose.

Constitutional words to put in Bylaws? – Go to Step 3.

No constitutional words for the Bylaws? – Go to Step 4.



STEP 3: Moving Old Constitutional Words to Your Bylaws

Those words about your club's activities and its not-for-profit-status and its terms of dissolution, etc. that once were proudly featured in your Constitution must now be placed "*without alteration*" into your Bylaws. Any unalterable provisions must be identified as having been "*previously unalterable.*" This is because nothing in your Bylaws can be unalterable under the new Act.

You can put these sad-and-demoted words anywhere you like in your Bylaws. Some will incorporate them under the appropriate heading within the Bylaws. Others will place them all under some new title at the end of the Bylaws. After your new Bylaws are approved by your members, these words from the old Constitution are no longer invulnerable. They can stay or be removed in future years.

BEFORE: Sample Unalterable Constitutional Language

"On winding up or dissolution of the rugby club, any assets that remain shall be distributed to a not-for-profit organization carrying on activities of a similar nature. This provision shall be unalterable."

AFTER: Sample Replacement Bylaw Language

*"On winding up or dissolution of the rugby club, any assets that remain shall be distributed to a not-for-profit organization carrying on activities of a similar nature. **This provision was previously unalterable.**"*

Onwards to STEP 4.



STEP 4: Re-Vitalizing Your Bylaws

Everything is either in a state of growth or a state of decay. This is infinitely true for Bylaws. If your Bylaws have been constantly updated over the years, they may not need much work to become compliant to the new Societies Act. If no one knows where your Bylaws are in the club, it's probably time to write some new rules for governance and operations.

Here's an important Bylaws question for you – will you tinker with your existing Bylaws or start over from scratch?

Relax, those of you whose heart just skipped a beat because you haven't uttered the word Bylaws since you joined the club executive. We have a template for you that incorporates the new *BC Societies Act* basic requirements.

If you choose to simply upgrade your existing Bylaws, go to STEP 5.

If you choose to start from scratch, go to STEP 6.



STEP 5: Upgrading Existing Bylaws

You probably thought this was the easier path. That is not necessarily true.

You have chosen to use your existing framework for the Bylaws. You are choosing to retain much of your existing Bylaw blather, adding new language to make your club compliant with the new Act. You may find some useful language in the Bylaw Template in Appendix I or in [BC Rugby's Bylaws](#).

Here are some key items you'll need to consider to upgrade your Bylaws:

- **Member AGM Proposals** - In the old Act, societies were not required to accept member-proposed agenda items at an AGM. In the new Act, members are permitted to propose an agenda item (such as a Bylaws amendment) provided it is signed by the requisite percentage of the voting members (5% unless your Bylaws prescribe a lower percentage) and is not overly similar to a previous proposal. Your Bylaws will need to define the terms by which a member can propose a motion for discussion at an AGM.
- **AGM** - In the old Act, an Annual General Meeting was required within 15 months of the previous AGM. Under the new Act, an AGM must be held once in each calendar year. Your Bylaws will need to be upgraded to this new standard.
- **Special Resolutions** - In the old Act, special resolutions required 3/4th of the votes cast. In the new Act, a special resolution will require only 2/3rd of the votes cast although the Bylaws can set a higher voting threshold for any action other than removal of directors. We recommend that you write something into your Bylaws, either supporting this threshold of 2/3 of votes, or setting it higher for your club. You cannot set it lower.
- **Non-Voting Members** - In the old Act, non-voting members were allowed but they couldn't outnumber the voting members. In the new Act, the limitation on non-voting members is removed. If you would like to have more than one class of members, you'll need to recognize them in your Bylaws.
- **Special Meetings of the Members** – As it was in the old Act, ten percent (10%) of members may still requisition a special meeting of the members – but this number may be lowered in the Bylaws, if you'd like to allow it.
- **Participation at General Meetings** - Members may participate electronically (e.g. by means of a conference call), but you can limit this in your Bylaws, if



you like. You should consider whether you wish to allow electronic participation and either state in your Bylaws that electronic participation will not be permitted or include language which would allow it.

- **Proxy Voting** - If a club's Bylaws are silent on the issue of proxy voting, then proxy voting is not permitted. Your club can permit proxy voting by including what you will allow in your Bylaws.
- **Directors' and Officers' Qualifications** - In the old Act, it was not required that directors and Officers have minimum requirements for their position. In the new Act, the following basic minimum qualifications are required. Every director and every senior manager must:
 - Be at least 18 years of age (or 16 or 17 years of age if the Bylaws of the society expressly permit and provided that a majority are 18 or older);
 - Not be found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
 - Not be an undischarged bankrupt; and
 - Not be convicted in or outside of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, subject to certain exceptions.

You'll need to add this language to your Bylaws. A club may also set out additional qualifications for director or senior manager in its Bylaws.

- **Director's Term of Office** – In the new Act, a director's term of office is until the end of the next AGM after his or her election or appointment, unless the Bylaws provide otherwise. If you want something different, your Bylaws could set different terms of office, such as two-year terms or staggered terms.
- **Director Remuneration** - Under the new Act, directors may be remunerated (which includes fees, honoraria, per diems, or any other form of payment) for their work as directors as long as the remuneration is clearly and expressly authorized by the Bylaws of the club. If Bylaws are silent, then no remuneration of any kind may be paid to directors for acting in that capacity. You and your executive will need to determine your club's position on this, especially if some directors currently receive director-related honoraria. No Bylaw language is required for directors who receive remuneration for non-



director services (e.g. coaching a mini-rugby program). See Section 46 of the Act for further information.

- **Director Reimbursement** - Directors' expenses, so long as they are reasonable, may be reimbursed. This can be limited in your Bylaws, if you choose to specify the type of expenses to be reimbursed or cap the amount of reimbursement that directors may receive. See Section 46 of the Act.
- **Public Access to Records** - Societies will be required to submit specific information to the government, which will be available in a database accessible to the public. Ordinary societies will need to submit more information. Additionally, societies must maintain the following documents and permit access in accordance with the Act:
 - All Societies - Constitution and Bylaws, annual reports, directors' register, registered address
 - Ordinary Societies - Financial statements, remuneration for directors, remuneration for staff and contractors if greater than \$75,000.
- **Access to Meeting Minutes and Financial Statements** - Under the new Act, members may inspect minutes of any meeting of the members, minutes from any meeting of the Board, and records of any transaction materially affecting the financial position of the club. However, the club's Bylaws may prohibit members' access to minutes of meetings of the Board and to financial transaction records. You'll need to include language that complies with this requirement if you want to restrict access.
- **Conflict of Interest** - Conflict of interest is strictly defined in the new Act and directors who have a conflict, or potential conflict, must disclose it, abstain from voting on the issue, leave the meeting while it is being discussed, and not try to influence other directors. A director who does not follow these instructions will be required to "*pay to the society an amount equal to any profit made by the director*" that occurred as a result of the conflict (unless the members decided otherwise, by special resolution). You should include language to this effect in your Bylaws.

Finished editing your existing Bylaws? – Go to Step 7.



STEP 6: Starting from Scratch on Your Bylaws

The BC Rugby Governance Committee has 'rugby-fied' the Bylaws template provided by the BC Government. Available in Appendix I of these Guidelines, this template ensures that minimum Societies Act requirements are met. You are free to add text. Be careful deleting or changing text contained in the template, as it may be something you are required to include to comply with the new Societies Act.

You'll need to edit the template to make it fit for your rugby club. Here is a step-by-step guide for customizing the Bylaws Template.

- (A) **The Title** – Copy the Bylaws Template into a new document. Type the name of your club into the title. This is the easiest thing you'll do all day.
- (B) **Part 1 – Definitions** – Any words needing clarity should be defined here, especially ones used throughout the document. You can identify any added definitions as you work through the rest of these steps.
- (C) **Part 2 – Members** – This section defines the rules of membership in your club.
 - **2.2 – Categories of membership** – If your club has distinct types of members, define them here. Create a new sub-section 2.3, entitled 'Categories of membership'. Define briefly your distinct types of members. Indicate if they are voting or non-voting.
 - **2.6 – Termination or dissolution of membership** – How long will your club sustain a member who is not in good standing? Define the number of consecutive months and indicate it here. If you'd like to add language to your Bylaws that clearly define how a member can be disciplined or expelled from membership, the words in Section 70 of the Societies Act and/or Section 2.6 of the BC Rugby Bylaws may be useful references.
- (D) **Part 3 – General Meetings of Members** – This section defines your club's rules for membership meetings.
 - **3.1 – Time and place of general meetings** – The Board is required to call an AGM in each calendar year. Section 75 of the Societies Act gives your members the right to requisition a general meeting of the members. This is true if you highlight it in your Bylaws or not. If you would like to assure your members know of this membership right, we recommend adding



some text here. You can find useful text in Section 75 of the Societies Act and/or in Section 3.3 of the BC Rugby Bylaws.

- **3.4 – Chair of general meeting** – Different clubs use different names to define their executive leaders. In this section, customize the red text to correctly name your leadership positions.
 - **3.7 – Quorum for general meetings** – The Act requires a minimum of 3 voting members to have quorum. Your club may have higher expectations. Set the numbers as they fit for your club.
 - **3.13 – Member proposals** – This defines for your club members how they can submit a motion or a proposal to a general meeting. A 5% of voting member threshold is the maximum you can require. You can go as low as 2 voting members. Set the threshold as it best meets the needs of your club.
 - **3.16 – Proxy voting not permitted** – If your Bylaws make no reference to proxy voting, it is not allowed. Your club can allow proxy voting. Consider the questions listed on the template. If you choose to allow proxy voting in some fashion, you'll probably need to change the title of the section.
 - **3.17 – Matters decided at a general meeting** – In order for a special resolution to pass, it requires that at least 2/3 of the votes are in support of the motion. Changing a Bylaw requires a special resolution. A club can set a higher threshold, if that makes sense. Choose the voting threshold you prefer for special resolutions and recognize it in this part of your emerging Bylaws.
- (E) **Part 4 – Directors** – This section defines the rules by which directors are selected, governed, and, if necessary terminated from their role.
- **4.1 – Number of directors on the Board** – An ordinary society must have a minimum of 3 directors. Setting a higher top end number allows the Board some latitude for growing the Board, without having to change the Bylaws. Choose a reasonable maximum number of directors for your club and enter it into the document.
 - **4.5 – Director's term of service** – The director's term of service is a major decision when defining your Board. With a one-year term, you can



change the whole Board in one year. With two or three-year terms, you design some continuity into your Board. Which term of service works best for your club? Enter it in this section of the document.

- **4.7 – Unaffiliated directors** – Section 41 of the Societies Act requires that the majority of Board directors for an ordinary society are unpaid directors. Include this text if you are an ordinary society. Delete it if you are member-funded.

(F) **Part 5 – Director's Meetings** – This section establishes clear rules for meetings of the Board.

- **5.1 – Calling directors' meetings** – Have you been updating your executive leader's names in the document? You and your executive need to determine the minimum number of Board meetings you require.
- **5.5 – Quorum of directors** – You need to decide if you'd like to include language allowing for electronic attendance (i.e. conference calls) at Board meetings. If so, it is provided for you.
- **5.6 – Conflict of interest** – This has no editing from what is mandated by the Act. It is just to assure you are aware of the expanded definition of 'conflict of interest' for directors. A director is in a conflict if he or she has a direct or indirect material interest in a proposed or existing contract or transaction with the Board, or in a matter or motion that is a subject of consideration for the Board. A director with a real or perceived conflict is expected to disclose their conflict fully and promptly, abstain from voting on the conflicting issue or action, leave the meeting when the conflict is being discussed or voted on, and refrain from any action that may be perceived as trying to influence the Board. The declarative actions must be recorded in the minutes and available to members for review. So, now you know.

(G) **Part 6 – Officer Positions** – This section defines the roles of the key officers for your club. You are encouraged to edit the sample responsibilities of the President, Vice-President, Treasurer, and Secretary to reflect the realities of your club.

(H) **Part 8 – Access to Records** – We know we missed Part 7 – nothing to edit there. Part 8 deals with the new requirement of maintaining and making available key records for your club. The details are in Section 20 of the



Societies Act.

- **8.3 – Period of notice** – When your club is asked by directors, members, or non-members, the new Act says you must show them your stuff. You can set in your Bylaws a period of time that enables you to locate and distribute requested materials about your club. We recommended 5 working days. Set it to the time period that best reflects how your club would like to operate.

- (l) **Part 9 – Former Constitutional Content** – Where will you put that content that was banished from your Constitution and is required to be set somewhere in your Bylaws? If you plan to put it all at the end of the Bylaws, Part 9 is for you. If you plan to place the abandoned Constitutional content in places throughout the document, you can erase Part 9 completely if you've found a home elsewhere for all the content previously located in your old Constitution.

Feeling kind of finished? – Go to Step 7.



STEP 7: Get a Second/Third Opinion

If you've arrived at Step 7, you have completed a DRAFT version of your club's Constitution and Bylaws. That's got to feel good!

When the BC Rugby Governance Committee did this same process for its Constitution and Bylaws, we could not believe how much better our work got by getting a fresh and experienced set of eyes to review our work.

We strongly recommend that you do each of the following to move your Bylaw Project forward.

- ✓ Find a legal expert in your club and have him or her look over your work.
- ✓ Present a copy to your executive and ask them to look it over. These are the rules by which they want your club to operate. Boring as they are, they matter when clear rules are required.
- ✓ Look at the BC Rugby Constitution and Bylaws – see if there is any language you'd like to "borrow" and make it your own.
- ✓ Look at the actual BC Societies Act. It's surprisingly readable.
- ✓ If you need assistance with this process, contact your Rugby Development Officer (RDO) and they will connect you to a member of the Governance Committee. The entire committee has offered to volunteer it's time to get our clubs compliant with the new Act. The help they can offer is not legal advice but experience and expertise with the process.

Useful Resources

[BC Societies Act](#), April 2015

[BC Societies Act – Practical Guidance for Transition](#), November 2016

[Preparing for B.C.'s New Societies Act: A Guide to the Transition Process](#), April 2016

[Changes to the BC Societies Act: Frequently Asked Questions](#), January 2016

[BC Rugby Policies](#) – the BC Rugby Constitution and Bylaws are tabs on this page.

[Societies Online](#) – This is the heartbeat of your Constitution and Bylaws transition.

Ready to show your work to your members? On to Step 8.



STEP 8: Get Your New Bylaws Passed at a General Meeting

Hold your own little 'town hall' meeting for your members and outline the most interesting and material rules that you've developed. Prep them for the AGM – you'll need a special resolution to have them authorized by your club.

You will need to have held this meeting and passed the changes by special resolution and filed with the BC Government by November 28, 2018.

If your existing Bylaws have no specific thresholds indicated, you'll need 2/3 of the votes cast to be in favor of adopting the new and improved Constitution and Bylaws. If you have a higher threshold set out in your current Bylaws, you'll have to meet that threshold.

General meeting over? Bylaws passed by the membership? On to Step 9.

STEP 9: File Your Documents Online

You must file with the BC Registry on or before November 28, 2018.

Once you get past the AGM, you still must file with the government. This has been made easy with a new interactive website called Societies Online. Visit <https://www.bcregistry.ca/societies> to create your club's account. Follow the instructions in the Filing Guide provided on the Societies Online web page. By the end of this straightforward process, you will have uploaded your society's Constitution, uploaded your society's Bylaws, and confirmed or updated your registered office address and list of directors.

If you have completed all the tasks mentioned in that last paragraph, you are done! Time to get back to enjoying rugby games and the other work you do for your club!

On behalf of your club and BC Rugby, thanks for all you did to make this happen.



Appendix I The Bylaws Template for BC Rugby Clubs

Bylaws of "*Your Name*" Rugby Club (the "Club")

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 Club;

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

Add additional definitions to provide clarity to items you have added or customized in these Bylaws. Examples might include:

- The definition of different membership categories.
- The definition of any standing or special committees.

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.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Club. The person becomes a member on the Board’s acceptance of the application.



Duties of members

2.2 Every member will uphold the constitution of the Club, the Laws of Rugby, the BC Rugby Code of Conduct, and comply with these Bylaws.

If you have various categories of membership, insert them here. Possible categories might include:

- Senior rugby members (could be divided into men and women).
- Youth rugby members.
- Mini rugby members.
- Over 40s rugby members.
- Social members.
- Other categories.

If not all categories of membership are entitled to vote, it is important to include that information clearly and set out who may or may not vote.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, will be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing;

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

Termination or dissolution of membership

2.6 A person's membership in the Club may be terminated if the person is not in good standing for 6 consecutive months or is not compliant with these Bylaws.

How many consecutive months does your club regard as the limit for individuals not in good standing? Set the appropriate period in 2.6 above.



You may wish to insert the right of the Board to discipline or expel a member. This must be done in accordance with the Societies Act section 70.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting of the members will be held in each calendar year. It will be held at a time and place that the Board determines.

You may also wish to include the ability of the voting members to requisition the directors to call a general meeting in accordance with the Societies Act section 75.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

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

Notice of special business

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

Chair of general meeting

3.4 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) another director present at the meeting, if both the **president** and **vice-president** are unable to preside as the chair.

The terms president and vice president are highlighted in red as not everyone will use these terms for their leaders. For example, the terms chair and vice chair might be used as an alternative. The terms president and vice -president have been highlighted wherever mentioned in subsequent text to bring it to your attention.

Alternate chair of general meeting

- 3.5** 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

- 3.6** 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

- 3.7** The quorum for the transaction of business at a general meeting is **3** voting members or **10%** of the voting members, whichever is greater.

Set the quorum at the number and percentage that makes sense for your club.

Lack of quorum at commencement of meeting

- 3.8** 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 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

- 3.9** 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

- 3.10** 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

- 3.11** 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

- 3.12** 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 Club for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;



(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Member Proposals

3:13 Members may propose an AGM agenda item, provided it is signed by at least **5%** of the voting members and is not overly similar to a previous proposal. It must be submitted no later than 7 days before notice for the general meeting is sent. The proposal must include the proposed motion or matter, the names of the members supporting the proposal, and, optionally, one statement in support of the proposal. The combined proposal and statement cannot exceed 200 words.

This is the maximum requirement. You may elect to reduce the threshold of 5%, but to no lower than 2 members. You cannot increase the threshold. Refer to Section 81 of the Act.

Methods of voting

3.14 At a general meeting, voting will 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.

Announcement of result

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

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Decide whether or not you want to allow proxy voting. If so, matters to consider include:

- **To whom may a proxy be given? Does it have to be another member?**
- **If youth mini and/or youth members have the right vote should their parents or legal guardians be the only individual allowed to vote for them?**
- **Should there be a limit to the number of proxies a member can hold?**
- **Do proxies need to be received by the club prior to the general meeting and if so how long before the meeting?**



Matters decided at a general meeting

3.17 A matter to be decided at a general meeting will be decided by a simple majority of the votes cast unless the matter is required by the Act or these Bylaws to be decided by special resolution. A special resolution will require a **2/3** majority of the votes cast at the meeting.

Your club can choose to increase the threshold for the passing of a special resolution, as defined in Section 1 of the Act. (look for the 'special resolution' definition.)

PART 4 – DIRECTORS

Number of directors on the Board

4.1 The Club must have no fewer than 3 and no more than **11** directors.

Setting a range for the number of directors provides flexibility to the Board and avoids having to change the Bylaws each time there is a change in the number of directors. Set the numbers in the range that make sense for your club. Unless you are a member funded society, the minimum number for the low end of the range is three.

Director/senior manager qualifications

4.2 Every director and every senior manager must:

- Be at least 18 years of age (or may be 16 or 17 years of age if the Bylaws of the club expressly permit and provided that a majority are 18 or older);
- Not be found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- Not be an undischarged bankrupt; and
- Not be convicted in or outside of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, subject to certain exceptions.

Consider whether you want to require that a director be a member of your club or if you want to permit outside directors.



Election or appointment of directors

- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Director's term of service

- 4.4** An elected director will serve a 1-year term, which expires at the close of the next annual general meeting.

According to Section 48 of the Act, you may elect to increase the number of years in a director's term of service. You may also elect to vary the end-dates of directors, to provide continuity from one Board to the next.

Consent to act as a director

- 4.5** The Club will ensure that all directors (other than those elected or appointed at a meeting they attend) have provided written consent to act as a director.

Directors may fill casual vacancy on Board

- 4.5** 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.

If you decide to allow outside directors, consider whether to allow the board to fill a vacancy with a non-member.

Term of appointment of director filling casual vacancy

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

Unaffiliated directors

- 4.7** The Board will ensure that a majority of its directors are not employed by or under contract with the Club.

Only include 4.7 if you have elected to be an ordinary society. Member-funded societies do not have this restriction.



PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meetings

- 5.1 A Board meeting of directors may be called by the **president** or by any other director. The directors shall meet a minimum of **4 times** per year.

How many times do you require that your club's directors meet?

Notice of directors’ meeting

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

Proceedings valid despite omission to give notice

- 5.3 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

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

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

You may wish to allow directors to participate in meetings remotely. The type of wording that you might include could be something like:

- "A director may participate in a meeting of the Board or any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this section is deemed for all purposes of the Societies Act and these Bylaws, to be present at the meeting and to have agreed to participate in that manner".

Conflict of Interest for a director or senior manager

- 5.6 Directors and senior managers are required to disclose to the directors all material interests in matters that may conflict with their duties to the Board. A director or senior manager who does not follow these instructions will be required to pay to the club an amount equal to any profit made by the director or senior manager that



occurred as a result of the conflict, unless the members decide otherwise, by special resolution.

PART 6 – OFFICER POSITIONS

Election or appointment to Officers positions

6.1 Directors must be elected or appointed 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.

Consider what officer positions are appropriate for your club. You don't need to have all the above positions or you may want to provide for others. If you decide to eliminate any positions, you'll need to delete the section below that outlines the responsibilities for that position.

Directors at large

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

Role of **president**

6.3 The **president** is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

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 or unwilling 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;



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

Absence of secretary from meeting

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

Role of treasurer

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

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** The Club is not permitted to pay to a director remuneration for being a director, but the Club may, subject to the Act, pay remuneration to a director for services provided by the director to the Club in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Club must be signed on behalf of the Club
- (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 Club.

PART 8 – ACCESS TO RECORDS

Director and member access to records

8.1 A director or a member may, without charge, inspect a club record that is required to be kept according to the Societies Act.

Non-Member access to records

8.2 With the exception of the register of members, a non-member may, for a reasonable fee, inspect a club record that is required to be kept according to the Societies Act.

Period of notice

8.3 Members and non-members are required to provide notice of **5 working days** to the club in order to access records kept by the club according to the Societies Act.

The Acts says a club "may impose a reasonable period of notice" before which a person may inspect a record of the club. You and your executive can decide what you believe is reasonable.

PART 9 – FORMER CONSTITUTIONAL CONTENT

Your club's new Constitution can only contain the club's name and its purposes. Any other provisions that were in your club's old Constitution must be inserted into the Bylaws. This was explained in Step 4 of the Guidelines. If you elect to put that content at the end of the Bylaws, this section is here for you. If you elect to put the old Constitutional text throughout the Bylaws, you can eliminate this whole Part 9 – you don't need it if all the old Constitutional text has found a home elsewhere in the Bylaws.