



BYLAWS
COWICHAN LAWN BOWLING CLUB
As Amended at Annual General Meeting October 22, 2023

Part 1 - INTERPRETATION

1. In these bylaws, unless the context otherwise requires,
 - (a) “Directors” mean the Officers and Directors of the club, (henceforth referred to as “the Board”) for the time being;
 - (b) “Societies Act” means the Societies 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 the address recorded in the register of the members.
2. Words importing the singular include the plural and vice versa and words importing a person shall be they//their to include a person of any gender.

Part 2 – MEMBERSHIP

3. A person may apply to the Directors for membership in the Club and on acceptance by the Directors shall become a member.
4. Every member shall uphold the **Constitution** and comply with these **Bylaws**.
5. The amount of annual membership dues shall be established by the Directors and approved at a **General Meeting**.
6. A person shall cease to be a member of the club:
 - (a) If annual dues are not paid by May 15.
 - (b) By delivering their resignation in writing, or by e-mail, to the Secretary of the Club.
 - (c) When it has been deemed to be in the best interests of the Club, and all Members, that a member be expelled from the Club as a disciplinary measure in accordance with CLBC Policies & Procedures Section 3 - MEMBER PROTECTION and Section 4 - COMPLAINTS & DISCIPLINE.

Part 3 - MEETINGS of MEMBERS

7. **General Meetings** of the Club shall be held at the time and place at the direction of the Directors
8. An **Extraordinary Meeting** shall be called by the Directors upon receipt of the signature of 10% of the membership.
9. The Directors may, when they think fit, convene an **Extraordinary Meeting**.
10. (a) Notice of a **General** or **Extraordinary Meeting** specifying the place day and hour of the meeting, and in the case of Special Business its general nature, shall be mailed **or emailed** to the membership two weeks prior to the meeting.
 - (b) 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 notice, does not invalidate proceedings at the meeting.
11. An **Annual General Meeting** shall be held at least once in every calendar year and not more than fifteen months after the holding of the last **Annual General Meeting**.



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Part 4 - PROCEEDINGS AT MEETINGS

12. (a) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a **General Meeting** when a quorum is not present.

(b) If at any **General Meeting** there ceases to be a quorum present, business then in progress shall be tabled until the next **General Meeting**.

(c) A quorum is twenty-five voting members.

13. If, within thirty minutes from the time appointed for a **General Meeting**, a quorum is not present, the meeting, if convened on the request 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 place and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.

14. The President of the Club, the Vice President or in the absence of both, one other of the Directors present, shall preside as Chair of the **General Meeting**.

15. If at a General Meeting

(a) There is no President, Vice President or other Director present within fifteen minutes after the time appointed to hold a meeting or

(b) The President and all other Directors present are unwilling to act as Chair, the members present shall choose one of their number to act as Chair.

16. A **General Meeting** may be adjourned from time to time and 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.

17. In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote in which they may be entitled as a member and the proposed resolution shall not pass

18. Voting:

(a) A member in good standing present at a meeting of members is entitled to one vote.

(b) Voting is by show of hands unless a ballot is requested

(c) Voting by proxy is not permitted.

Part 5 – THE BOARD

19. The Officers and Directors may exercise all the powers according to these Bylaws or by Statute.

20. (a) The President, Past President, Vice President, Treasurer and Secretary shall be Officers of the Club.

(b) The number of Directors including Officers shall be eleven or any other number determined from time to time at a **General Meeting**.



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Part 5 – THE BOARD *(cont'd)*

21. (a) The Officers of the Club shall hold office for one year and other Directors shall hold office for two years on a rotating system with one half retiring each year.

(b) Separate elections shall be held for each office to be filled.

(c) An election may be by acclamation, otherwise it shall be by ballot.

(d) Past Board members may be re-elected

(e) The nominating committee shall consist of the President, Past President and two active members, who are neither an Officer nor Director, recruited by the President and Past President.

22. (a) The Board may at any time and from time to time appoint a member as an Officer or a Director to fill a vacancy until the end of the term of the person being replaced.

(b) An Officer or a Director so appointed holds office only until the conclusion of the next following **Annual General Meeting** of the Club but is eligible for re-election at the meeting.

23. No act or proceeding of the Board is invalid by reason of there being less than the prescribed number of Directors in office.

24. The Club members may by special resolution at a General or Extraordinary Meeting remove an Officer or a Director before expiration of their term of office and may elect a successor to complete the term of office.

25. No Board member shall be remunerated for being or acting as an Officer or Director but shall be reimbursed for expenses necessary and reasonably incurred by him while in office.

Part 6 - PROCEEDINGS OF THE BOARD

26. (a) The Board members may meet together at places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings.

(b) The Board members may transact business with a quorum of a majority of Officers and Directors then in office.

(c) The President shall be Chair of all meetings of the Board but, if at a meeting, the President is not present at the time appointed for holding the meeting, the Vice President shall act as Chair, but if neither is present the Board members may choose one of their number to be Chair at the meeting.

27. (a) The Board may delegate any, but not all, of their responsibilities to committees.

(b) A committee so formed in the exercise of the responsibilities delegated shall conform to any rules imposed on it by the Board and shall report their actions and deliberations to the next meeting of the Board.

28. A committee Chair shall be appointed by the Board.

29. The members of the committee may meet and adjourn as they think proper.



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Part 6 - PROCEEDINGS OF THE BOARD *(cont'd)*

30. (a) Questions arising at a meeting of the Board and at committees shall be decided by a majority vote.

(b) In case of an equality of votes, the Chair does not have a second or casting vote.

31. (a) A resolution in writing, approved by all Board members and placed with the Minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

(b) Minutes of electronic conferences shall be recorded and approved at the next Board meeting.

Part 7 - DUTIES OF OFFICERS

32. (a) The President shall preside at all meetings of the Club and of the Board.

(b) The President is the Chief Executive Officer of the Club and shall supervise the other Officers in the execution of their duties.

33. The Vice-president shall carry out the duties of the President in the event of their absence.

34. The Secretary shall perform the duties of Secretary as outlined in the current Job Description, including but not limited to:

- (a) conduct the correspondence of the Club
- (b) issue notices of meetings of the Club and directors
- (c) keep minutes of all meetings of the Club and directors
- (d) have custody of all records and documents of the Club except those required by the Treasurer

35. The Treasurer shall perform the duties of the Treasurer as outlined in the current Job Description, including but not limited to:

- (a) receiving and banking monies collected from the members or other sources
- (b) keeping accounting records in respect of the Society's financial transactions
- (c) preparing the Society's financial statements
- (d) filing the Society's Annual Report

36. Signing Authority: Signing officers shall be any two of the following: President, Vice President, Secretary or Treasurer.

Part 8 - BORROWING OF FUNDS:

37. The Club may borrow funds, but this power is limited as follows: In order to control borrowing, a Special Resolution of members at a General or Extraordinary Meeting is required.

38. No debentures shall be issued without the sanction of a Special Resolution. at a General or Extraordinary Meeting.

39. The members may by **Special Resolution** at a General or Extraordinary Meeting restrict the borrowing powers of the Board.



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Part 9 - AUDITOR

40. This part applies only where the Club is required or has resolved to have an Auditor.

41. At each **Annual General Meeting** the Club may appoint an Auditor to hold office until they are re-elected, or their successor is elected, at the next **Annual General Meeting**.

Part 10 - SPECIAL RESOLUTION

42. A Special Resolution requires a majority of at least two-thirds of active members who are present at a **General or Extraordinary Meeting**.

Part 11 – BYLAWS

43. These **Bylaws** shall not be altered or added to except by Special Resolution at any **General or Extraordinary Meeting**.

Part 12 - FISCAL YEAR

44. The Fiscal Year end shall be September 30th.

Part 13 - DISSOLUTION

45. The Club may be dissolved by **Special Resolution** at a **General or Extraordinary Meeting** of the members convened in accordance with the provisions of Bylaw Part 3 - Meetings of Members, Clause 11.

The resolution shall determine the time and manner of the dissolution and the manner of disposition of the assets of the Club. The **Special Resolution** shall require a two-thirds majority of such members entitled to vote as are present in person at a **General or Extraordinary Meeting**, of which notice specifying the intention to propose the resolution has been duly given in accordance with the provisions of Bylaw Part 3 – Meetings of Members, Clause 11.

Amended Bylaws approved by Board of Directors on September 11, 2023, and placed on the Annual General Meeting Agenda of October 22, 2023. Amended Bylaws ratified by the Club membership on October 22, 2023.

**In accordance with the BC Societies Act,
the Amended Cowichan Lawn Bowling Club Bylaws of October 22, 2023,
are filed with BC Registrar of Companies.**