

SKY VOLLEYBALL

NOTICE OF ANNUAL GENERAL MEETING

The Directors have called an annual general meeting of the members of the Sky Volleyball Club (the “Club”) for:

WEDNESDAY, FEBRUARY 21, 2018

7:00pm – 8:00pm

VERNON RECREATION CENTRE

Creekside Conference Centre - Sunset Room

Business to be discussed:

1. Reports from the Directors;
2. 2017 – 2018 Budget;
3. Board of Directors Election:
 - a. Proposed Motion: In accordance with section 25(2) of the Club By-Laws the board of directors of the club shall consist of 10 directors.
 - b. Nominated Positions:
 - President – Nominated: Troy Lorensen
 - Vice-President – Nominated: Paula Harned
 - Secretary – Nominated: Alyson Lypchuk
 - Treasurer – **Nominations being Accepted**
 - Director Coaching – Nominated: Fane Triggs
 - Director of Policy – Nominated: Brett Squair
 - Director Special Events – **Nominations being Accepted**
 - Director of Equipment – Nominated: Wylie Barker
 - Director General – Nominated: Barb Hamilton
 - Director General – **Nominations being Accepted**

If you are interested in a board of directors' position or would like to nominate someone, please email our nominations committee chair, Paula Harned, at paulaharned@hotmail.com

4. Society Transition:

- a. The matter to be discussed is to deal with the transition to the New BC Societies Act, including a special resolution to amend the By-Laws of the Society.
- b. The Special Resolution be as follows:

WHEREAS the directors of the Club have recommended that the By-Laws of the Club be rescinded in their entirety and replaced with the new By-Laws attached hereto as Schedule A.

RESOLVED AS A SPECIAL RESOLUTION THAT

1. The By-Laws of the Club be rescinded in their entirety and replaced with the By-Laws attached hereto as Schedule A.
2. The amendments to the Constitution and the By-Laws shall be effective upon filling the Transition Application pursuant to the terms of Part 16, Transitional Provisions of the Societies Act.

5. Open Question Period

Parents - Please arrange to attend this meeting and sign in as the club requires strong participation at the AGM in order to meet the requirements of the BC Gaming Grant. Loss of this grant could result in substantial increases to the fee structure.

SAVE THE DATE, SEE YOU THERE!

SCHEDULE A

Bylaws of SKY VOLLEYBALL 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;

"Association" means the Club

"Board" means the directors of the Club;

"Bylaws" means these Bylaws as altered from time to time.

"membership" means the Volleyball Members and the General Members

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

Classes of membership

2.1 Volleyball Membership:

- (a) Volleyball Membership is open to those who wish to play volleyball competitively, who are eligible for registration according to the Volleyball BC Rules, and have been offered a position on one of the Club's volleyball teams.
- (b) If under the age of 19, or as otherwise determined by the Board, applicants for Volleyball Membership must be authorized to join the Club by their parent(s) or legal guardian(s), if available, or by the Board. Application for Volleyball Membership will specifically absolve the Club from responsibility for accidents, injuries or illness sustained in the court of Club activities or arising as a result of the membership. Membership shall be for a term of one (1) year, subject to automatic

renewal from year to year upon satisfying registration requirements and being offered a position on one of the Club's volleyball teams.

2.2 General Membership:

- (a) General Membership is open to those parents of Volleyball Members, coaching and personal staff of the Club, and anyone interest in promoting volleyball in Vernon and the surrounding area.

Application for membership

- 2.3** A person may apply to the Board to be a General Member or a Volleyball Member in the Club, and the person becomes a member on the Board's acceptance of the application.

Rights of membership

- 2.4** Volleyball Members do not have the right to vote in the Club.
- 2.5** General Members each have one vote in the Club, and is referred to as a Voting Member

Duties of members

- 2.6** Every member must uphold the constitution of the Club and must comply with these Bylaws.

Amount of membership dues

- 2.7** The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.8** A Volleyball member is not in good standing if the member:
- (a) fails to pay the member's annual membership dues, if any;
 - (b) fails to uphold the Club's constitution, bylaws, and policies; or
 - (c) no longer satisfies the requirements of a Volleyball Member.
- 2.9** A General Member is not in good standing if the member:
- (a) fails to pay the member's annual membership dues, if any; or
 - (b) fails to uphold the Club's constitution, bylaws, and policies.

Member not in good standing may not vote

- 2.10** 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 of membership if member not in good standing

2.11 A person's membership in the Club is terminated if the person is not in good standing for 3 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

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

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 whose terms are up;
- (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) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 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.

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.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting

members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

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

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Club must have no fewer than 5 and no more than 11 directors. Consisting of the four (4) Officers and one other director or such greater number as may be determined from time to time:

- (a) The Officers shall be the President, Vice-President, Secretary, and Treasurer
- (b) The other directors may include: Director of Coaching, Director of Website, Director of Equipment, Director of Policy, Past President, and two (2) Directors - General

Election or appointment of directors

4.2 The election of the President, Vice-President, Secretary, Treasurer, Director of Coaching, Director of Special Events, Director of Equipment, and the Director of Policy will ordinarily be for a term of two years and will be in the following manner:

- (a) The directors referred to in section 4.2 (a) will be voted for by all voting members entitled to vote for the election present at the annual general meeting in **odd numbered years**:
 - (i) the President;
 - (ii) the Vice-President;

- (iii) the Director of Coaching; and
- (iv) the Director of Special Events

(b) The directors referred to in section 4.2 (a) will be voted for by all voting members entitled to vote for the election present at the annual general meeting in **even numbered years**:

- (i) the Secretary;
- (ii) the Treasurer;
- (iii) the Director of Equipment; and
- (iv) the Director of Policy

4.3 In the event a Director(s) – General is included in the Board they will be elected at each annual general meeting by the voting members entitled to vote for the election or appointment of directors

4.4 The Past President will assume office automatically for a term of one (1) year.

4.5 The current President will assume the position of Past President, upon replacement by a duly elected President.

Directors may fill casual vacancy on Board

4.6 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.7 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.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the President or by any 2 other directors.

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.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions:

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

Role of president

6.2 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

6.3 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.4 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

- 6.5** 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

- 6.6** 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** These Bylaws do not permit the Club 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 – PROVISIONS TRANSITIONED FROM THE CLUB’S CONSTITUTION

- 8.1** The purposes of the Association shall be carried out without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its purposes.
- 8.2** In the event of the dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations with similar purposes in British Columbia, as may be determined by the members of the Association at the time of dissolution provided that such organization or organizations shall be a registered charity, recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government;
- 8.1** Paragraphs 8.1, 8.2, and 8.5 were previously unalterable.