

SCHEDULE "A"

FORM 1

SOCIETY ACT

CONSTITUTION

1. THE NAME OF THE SOCIETY IS: KAMLOOPS AND DISTRICT MINOR
BASEBALL ASSOCIATION

2. The purposes of the Society are: -

- a) to implant in the youth of the City of Kamloops and Area, through the organized sport of baseball, the ideals of honesty, loyalty, courage and sportsmanship;
- b) to promote the sport of baseball in all its forms, including the training and encouragement of competitive baseball players;
- c) to organize and promote competitive baseball games through the facilities of the B.C. Minor Baseball Association, and to otherwise carry out the objects of the said B.C. Minor Baseball Association in co-operation with all other recognized baseball organizations, whether of a local, provincial, national or international nature.

SOCIETY ACT

BYLAWS OF

KAMLOOPS AND DISTRICT MINOR BASEBALL ASSOCIATION

PART 1 - INTERPRETATION

- 3 (1) In these bylaws, unless the context otherwise requires,
- a) “directors” means the directors of the society for the time being;
 - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his address as recorded in the register of members;
 - d) “coach” and/or “manager” refers to that person(s) who supervises the activities of a team of players, and to instruct same players in the skills of baseball; also a person(s) who may, under the direction of the “coach” assist in practices or games or other activities sanctioned by the Association;
 - e) unless “Active Members” are specifically mentioned in these bylaws, and reference to “members” in these bylaws refers to “Honourary Members” only.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
 - a) there shall be two (2) classes of membership in the Society, namely: -
 - (i) ACTIVE MEMBERSHIP, within which classification participating youth shall be included: -
 - A. Any youth who qualifies under the rules and regulations and membership requirements with respect to age and residence, all of which is set forth in the regulations of the individual leagues with which the society shall associate, shall be eligible for membership in the Society;
 - (ii) HONOURARY MEMBERSHIP, which classification shall allow adults to participate in the affairs and operations of the Society, the qualifications of each of the said categories to be decided from time to time by the Executive.
 - b) HONOURARY MEMBERS ONLY shall be entitled to vote at Meetings of the Members of the Society, except those members not in good standing.
4. Any person may apply to the directors for membership in the Society, and on acceptance by the directors shall be a member.
5. Every member shall uphold the Constitution and comply with these bylaws.
6. The amount of yearly membership dues shall be determined by the Directors
 - a) Members, whether Active or Honourary, shall pay annual membership dues in accordance with the provisions of the Bylaws of the

Society. A member shall be deemed to be in good standing when he has paid his current annual membership dues:

- (i) an ACTIVE MEMBER's dues shall be deemed paid when he pays his annual registration fee for participation in the leagues operated by the Society, or his registration is accepted by the Board;
- (ii) an HONOURARY MEMBER'S dues must be paid prior to the start of the Annual General Meeting each year, and payment of such dues shall entitle such person to Membership in the Society until the date of the next Annual General Meeting, except where a member has ceased to be in good standing, or has been expelled under these bylaws.
 - A. Notwithstanding Subsection (ii) above, a person may apply for membership in the Society at any time between Annual General Meetings, and, upon acceptance by the directors, and upon payment of the annual fee, become a member until the date of the next Annual General Meeting;
 - B. The Annual Dues for each Honourary Member shall be fixed at ONE – (\$1.00) –00/100 DOLLAR.

7. A person shall cease to be a member of the Society: -

- (a) by delivering his resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society;
- (b) on his death, or in the case of a corporation, on dissolution;
- (c) on being expelled; or
- (d) when person(s) membership fees remain unpaid after the start

of the Annual General Meeting;

- (i) Notwithstanding Sub-section (d) above, a person who ceases to be a member under this sub-section may re-apply for membership at any time, and, upon acceptance by the Directors, and on payment of the membership dues, may again become a Member.
8. The directors shall have the power, by a vote of three quarters of those present at a duly constituted Meeting of Directors, to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the constitution or bylaws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him, and in the case of an Active Member, without the parent or guardian of such Active Member being notified of such charge or complaint, and, any such Member, or in the case of an Active Member, the parent or guardian of such member, shall be given opportunity to be heard by the Directors at a meeting called for that purpose.
9. Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all right, claim, and interest arising from, or associated with, membership in the Society.
 - A. Any ACTIVE MEMBER who shall be declared ineligible for membership in any of the individual leagues with which the Society shall associate, shall forfeit all right, claim and interest arising from, or associated with, Active Membership in the Society.

PART 3 – MEETINGS

10. General Meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors may decide.
11. Every General meeting, other than an annual general meeting, is an extra-ordinary general meeting.
12. The directors may, when they think fit, convene an extra-ordinary meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of the business.
 - (i) Notice of any general meeting, including the annual general meeting shall be sent prepaid post to all HONOURARY MEMBERS of the Society, Fourteen (14) days prior to such meeting;
 - A. Subsection (I) above notwithstanding, any general or special meeting of the Society may be held at any time and place without such notice, or with the reduction of the notice requirement, if all Honourary Members are present thereat, and unanimously consent in writing, and at such meetings any business may be transacted which the Society may lawfully transact.
14. The first annual general meeting of the Society shall be held not more than one (1) year from the date of incorporation, and, after that, an annual general meeting shall be held on the last Sunday in September of each year.
 - (a) Directors may, by majority vote, change the date of the Annual General Meeting, at a Directors' meeting, provided that in the event of such change, notice shall be sent to all Honourary Members with the change of date of the Meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

15. SPECIAL BUSINESS is: -

- (a) all business at an extra-ordinary general meeting, except the adoption of rules or order; and
- (b) all business transacted at an annual general meeting, except: -
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statement
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of an auditor, if required; and
 - (vii) the other business, that, under the bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

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

a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

18. Subject to By-law 19, the president of the Society, the vice-president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

19. If at a general meeting

- a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
- b) the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

20. (1) 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.

(2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

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

- (2) Voting is by a show of hands..
 - (3) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

PART 5 - DIRECTORS AND OFFICERS

24. (1) The directors may exercise all the powers and do all the acts and things that the society 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 society in general meeting, but subject, nevertheless, to
- all laws affecting the society
 - these bylaws; and
 - rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the society.
- (i) All directors must be members in good standing.
- (2) The number of Directors shall be five (5) or a greater number determined from time to time at a general meeting.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.

- (3) An election may be by acclamation, otherwise it shall be by ballot.
 - (4) If no successor is elected, the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act of proceeding of the directors is invalid only by reason of there being less than the prescribed numbers of directors in office.
- (3) If there is a vacancy for president, secretary, treasurer or other officer, the Directors may elect a new officer from their number.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

PART 6 - PROCEEDINGS OF DIRECTORS

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present, the directors present may choose one of their number to be chairman at that meeting.

(4) A meeting of the directors may be convened by the president, or any two other directors, at any time. Notice of such meeting shall be communicated to each director not less than two (2) days (exclusive of the day on which the notice is communicated, but inclusive of the day for which the notice is given) before the meeting is to take place.

A. Notwithstanding Sub-section 4 above, if every effort has been made to contact each director, by phone, or by pre-paid post, or otherwise, failure to notify a director of a meeting shall not invalidate decisions made at such meeting.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors they see fit.

A. The directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the purposes of the Society and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the board.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chairman of its meetings; but if no chairman is

elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the directors, and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a) no notice of meeting of directors shall be sent to that director, and
- b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

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

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of the meeting may move or propose a resolution.

39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.

PART 7 - DUTIES OF OFFICERS

40. (1) The president shall preside at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

A. The president shall be responsible for the custody of all records and documents of the Society, except those required by the secretary, Treasurer and Equipment manager as outline below:

(i) At the first directors' meeting following each Annual General Meeting, the treasurer secretary and Equipment manager shall turn over any previous records such as minutes, bank statements, team lists, etc that should go in a permanent file.

(a) If the person occupying the office of president has changed from the previous year, the new president shall claim from the outgoing president, within 14 days of the Annual General Meeting, the permanent records of the society, and the incoming president shall also supervise the transfer of any material that is to be passed from outgoing officers to in-coming officers;

(b) The president shall conduct correspondence of the society. However, he may direct the secretary, equipment manager, or other directors to conduct correspondence form time to time.

41. The vice-president shall carry out the duties of the president during his absence.

42. The secretary shall: -

- (a) issue notices of meetings of the society and directors;
- (b) keep minutes of all meetings of the society and directors;
- (c) have custody of the common seal of the society; and
- (d) maintain the register of the members.

43. The treasurer shall: -

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) When a secretary-treasurer holds office, the total number of directors shall not be less than 5, or the greater number that may have been determined pursuant to bylaw 25(2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

46. The president, along with the vice-president and treasurer (or secretary-treasurer, if the offices are combined and held by one person) shall be the authorized signing officers of the Society, and all cheques authorized by the directors must be signed by two of the three authorized signing officers.

PART 8 - SEAL

47. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

48. The common seal shall be affixed only when authorized by a resolution of the directors 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.

PART 9 - BORROWING

49. In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting the foregoing, by the issue of debentures.

50. No debenture shall be issued without the sanction of a special resolution.

51. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 - AUDITOR

52. The board of directors may from time to time appoint an auditor or auditors to hold office for such period as the directors may determine, and who shall make a report to the members and to the directors as may from time to time be required by the board of directors, or by the provisions of the Society Act, or of any other law or regulation of that regard.

53. The directors shall see that all necessary books and records of the Society required by the bylaws of the society or by any applicable statute or law are regularly and properly kept

54. Any auditor may be appointed by three-quarters majority of the members at an annual general meeting should members feel an audit is required.
55. An auditor may be removed by ordinary resolution.
56. An auditor shall be promptly informed in writing of appointment or removal.
57. No director and no employee of the society shall be auditor.
58. The auditor may attend general meetings.
59. Any member of the Society may examine at the annual general meeting the Financial Statements of the society, and such examination shall not be unreasonably withheld or delayed.

PART 11 - NOTICE TO MEMBERS

60. A notice may be given to a member, either personally or by mail to him at his registered address.
61. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
62. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given; and(2) No other person is entitled to receive a notice of general meeting.

PART 12 - BYLAWS

63. On being admitted to membership, each member is entitled to and the

society shall give him, without charge, a copy of the constitution and bylaws of the society.

64. These bylaws shall not be altered or added to except by special resolution and for the purposes of the society, "special resolution" shall mean a resolution passed at a majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as a "special resolution" has been duly given, such majority being three-quarters.

PART 13 - FISCAL YEAR

65. Unless otherwise ordered by the board of directors, the fiscal year of the society shall terminate on the 31st day of August in each year.

PART 14 - COACHES AS AGENTS

66. Coaches and/or Managers as described in Part 1 of these bylaws, and umpires, are deemed to be agents of the society while engaging in their functions on behalf of the society

- (a) Coaches and/or Managers are not, in their individual capacity, liable for debts or other liabilities of the society.

Signed on February 13, 1983