

SOCIETY ACT

[RSBC 1996] CHAPTER 433

NR 1371847 and Society Act Number S-54883

Definitions

1 In this Act:

"**auditor**" has the same meaning as in section 1 (1) of the *Business Corporations Act*;

"**business**" means an activity that produces taxable income under the *Income Tax Act*;

"**bylaws**" means the bylaws of a society;

"**commission**" means the Financial Institutions Commission established under the *Financial Institutions Act*;

"**constitution**" means

(a) the constitution established for a society under this or the former Act, and

(b) with respect to a society that was subject to the original Act, the declaration for incorporation of that society, or other similar document;

"**court**" means the Supreme Court;

"**debenture**" has the same meaning as in the *Business Corporations Act*;

"**debt obligation**" means a bond, debenture, note or other similar obligation, whether secured or unsecured, of a society;

"**director**" includes a trustee, officer, member of an executive committee and a person occupying any such position by whatever name;

"**document**" means a written instrument, including a notice, order, certificate, register, letter, report, return, account, summons or legal process;

"**existing society**" means a society to which the former Act applied and that was in existence on January 5, 1978;

"**extraprovincial society**" means a society or association, incorporated or otherwise, formed outside British Columbia, and includes a branch of that society or association, but does not include a society or association, incorporated or otherwise, formed to acquire profit or gain or that has a capital divided into shares;

"**filed**" has the same meaning as in the *Business Corporations Act*, and, for that purpose, section 408 of that Act applies;

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"**former Act**" means the *Societies Act*, S.B.C. 1947, c. 82, the *Societies Act*, R.S.B.C. 1948, c. 311, or the *Societies Act*, R.S.B.C. 1960, c. 362;

"**member**" means

- (a) an applicant for incorporation of a society who has not ceased to be a member, and
- (b) every other person who becomes and remains a member in accordance with the bylaws;

"**mortgage**" includes a secured debt obligation;

"**ordinary resolution**" means

- (a) a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,
- (b) a resolution that has been submitted to the members of a society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the society, or
- (c) if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution;

"**original Act**" means the *Societies Act*, S.B.C. 1920, c. 83, the *Societies Act*, R.S.B.C. 1924, c. 236, or the *Societies Act*, R.S.B.C. 1936, c. 265;

"**registrar**" means the Registrar of Companies;

"**reporting society**" means a society that

- (a) is, by its bylaws or by an ordinary resolution filed with the registrar, declared to be a reporting society,
- (b) is carrying on insurance business as defined in the *Financial Institutions Act*,
- (c) requires a consent under section 2 (1) (a), (b) or (d) or section 20 as a condition precedent to incorporation or changing its constitution,
- (d) is ordered to be a reporting society under section 38,
- (e) is a holding corporation for the purposes of the *Business Corporations Act*, or
- (f) became an amalgamated society after January 4, 1978 if one of the amalgamating societies was, at the time of the amalgamation, a reporting society,

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unless the registrar under the regulations orders that it is not a reporting society;

"society" means a society incorporated under this Act, and includes an existing society;

"special resolution" means

(a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy

(i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,

(b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,

(c) if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution, or

(d) an extraordinary resolution passed before January 5, 1978;

"subscription" includes a fee, due, assessment or other similar sum payable by a member under the bylaws;

"subsidiary" has the same meaning as in the *Business Corporations Act*.

Amendments to Bylaw in Nov 2013

7. 02 - Qualification, Election and Term of Office:

1- Definitions with regards to board of directors, club reps, executive officer are only allowed to vote in the AGM and special meetings.

2- Executive officers will be appointed by an election process by full members as defined in the constitution and who have played at least half of the games that season.

3- Voting rights shall only be provided to the board of directors conditioned on if they have played at least half the games that season + have been in good standing for at least 1 year.

4- Positions are voluntary and compensations are only available with invoice for the expenses incurred to discharge their duties for the league and this is only for the executive officers.

[United Victoria Cricket Club /Association's Constitution](#)

UNITED VICTORIA CRICKET Club /ASSOCIATION

CONSTITUTION (Draft)

Article 1

The name of the organization is United Victoria Cricket Association (UVCC). UVCC is incorporated under RSBC 1996 Chapter 433 Provincial Tax Code (1) BC Society Act

Article 2

The mission of UVCC is to plan, implement and evaluate the promotion of cricket in Victoria BC. The objectives which fall under this mission are:

To organize and administer cricket tournaments in VDCA or any were in Canada;

Procure and prepare grounds

Assign umpires

Maintain scorecards and statistics

Sponsor awards

To select, prepare, and financially support a team to represent the league in regional tournaments;

To organize and administer a youth program;

To organize and administer a women's program; and

To conduct all of the above with a strategic, inclusive, and transparent system of administration.

Article 3

The principal office of UVCC for the transaction of business shall be located in Victoria BC Canada.

Article 4

4. 01 – Classes of Membership

- a) Full membership shall be available to any cricket club, which served a probationary period of 1 year. Only full member clubs shall have voting privilege.
- b) Cricket club which fails to participate two consecutive sessions shall be moved to Affiliate membership status.
- c) Cricket club which fails to participate four consecutive sessions cannot have their members as board of directors.
- d) Affiliate membership shall be available to any club, which commits to abide by the Constitution of the Association.
- e) Honorary membership shall be awarded to persons or organizations in recognition for their substantial contribution to cricket in Victoria BC.

4. 02 - Qualifications and Privileges

Any United Victoria cricket club located within Victoria BC may apply for membership and upon approval of the Board of Directors may be admitted as a Full or as an Affiliate Member.

Any person who is a playing member in good standing of a Full or an Affiliate is automatically a playing member of UVCC.

Any person may become an Honorary Member upon election by a two- third majority of the Board of Directors.

4. 03 - Admission

Applicants shall be admitted to membership upon written application, approval by the Board of Directors as provided here-in, and upon payment of any fees or dues as the Board of Directors shall prescribe.

4. 04 - Dues, Assessments

- a) Dues: The annual dues payable to the Board by each class of member shall be in such amounts as may be determined from time to time by resolution of the Board of Directors.
- b) Assessments: Individual Associations are subject to assessments which may be levied and collected in an amount and in a manner as may be determined from time to time by resolution of the Board of Directors.
- c) Dues, fees and assessments shall be due and payable within thirty days of invoice. Members failing to pay by the due date shall not be eligible for inclusion in any UVCC activities and shall be subject to the provisions of termination and reinstatement of Article 4.09 here-in.

4.05 - Number of Members:

There shall be no limitation on the number of members the UVCC may admit.

4. 06 - Membership List:

The UVCC shall keep a membership list containing the effective date and membership status and the name and address of each member. Termination of the membership of any member shall be recorded, together with the date and circumstances under which such membership ceased. The membership list shall be kept at the UVCC's principal office or at such other place as the Board may order, and shall be available for inspection by any Director or Member as provided in Article 7.10(e). Notwithstanding any other provisions of these By-Laws, the membership list shall not be available for inspection by any other person except as required by law and except when authorized by the Chairman and the Secretary in writing.

4. 07 - Non-Liability of Members:

No member of UVCC shall be personally liable for the debts, liabilities or its obligations.

4. 08 - Transferability of Membership:

Membership in the UVCC is non-transferable and non-assignable.

4. 09 - Termination of Membership:

- a) By Resignation.

The membership of any member of the UVCC shall be terminated upon written request for such termination delivered to the Chairman or Secretary of UVCC.

- b) By Non-payment of Dues.

The membership of any member shall automatically be terminated upon failure of payment of dues, fees and assessments as indicated in Article 7.11(f) Reinstatement after Termination.

The Board of Directors may reinstate a terminated member on such terms as they deem appropriate upon receipt of a written request addressed to the Chairman or Secretary of the UVCC.

4. 10 - Fines, Suspension and Expulsion:

a) Reasons.

In addition to the termination of membership as provided in Article 4.09, a member may be fined as defined in 4.11, suspended or expelled for good cause as provided below.

b) Good Cause:

"Good Cause" as used herein requires, that the member either has failed and continues to fail to abide by the Constitution and By-laws of the UVCC, or with any Rules and Regulations of the UVCC, has failed and continues to fail to pay any fine imposed, or for any other reason decided upon by the Board of Directors.

c) Termination of Rights.

All rights of a member in the UVCC shall cease upon expulsion.

4.11 Fines

a) UVCC shall from time to time set fines for different levels of infraction.

Article 5. Meetings of Members (Not Director Meetings):

5. 01 - Place.

Meetings of members shall be held at a place within Victoria BC CA as may be designated from time to time by the Board of Directors.

5. 02 - Special Meetings:

Special meetings of members shall be called by the Chairman, or by a resolution of the Board of Directors.

5. 03 - Notice of Meetings:

Written or printed notice of the time and place of every meeting shall be delivered personally to each member or sent to him by mail or by electronic mail (e-mail), not less than fourteen (14) days or more than fifty (50) days before the date of such a meeting. If sent by mail, the notice shall be addressed to the member at his address as shown on the books of the Association and shall be deemed given at the time it is deposited in the mail. If sent by electronic mail, lack of email bounce shall constitute duly delivered notice. The Notice of Meetings shall specify the place, date and hour of the meeting and in case of Special Meetings, the specific nature of the business to be transacted.

Article 6. Directors:

6. 01 - Structure:

The affairs of the Association shall be managed by its Board of Directors. Each Member Club shall have one member on the Board. Each Director shall have one vote at any meeting of the Board.

6. 02 - Powers:

The Directors shall exercise the powers of the UVCC, control its property, and conduct its affairs, except as otherwise provided by law.

6. 03 - Duties:

The Directors shall have the following duties:

a) Duties Imposed by Law, Articles, or By-Laws.

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these By-Laws.

b) Officers and Employees:

Appoint and remove, employ and discharge, and except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Board.

c) Supervision:

Supervise all officers, agents and employees of the Board to assure that duties are properly performed.

d) Meetings.

Meet at such times and places as required by these By--Laws.

e) Member Dues and Fines:

Set Member dues as appropriate from year to year and set fines for different levels of infractions as necessary.

f) Addresses:

Register each Director's address (including email address) with the Secretary of the UVCC. Notices of meetings emailed, mailed or telegraphed to them at such addresses shall be valid notices thereof.

6. 04 - Qualifications:

Any member who is a member of a Full Member Club over the age of eighteen (18) is eligible to be appointed a Director of the UVCC.

6. 05 - Appointment of Directors:

Each Member shall appoint its Director. Such appointments shall be made in writing over the signatures of the President/Chairman and Secretary of the Member Club. The Alternate Director may attend meetings but may vote only if the Director appointed by the Club is absent. A second Alternate may be designated by the Member Club for a specific meeting if neither the appointed Director nor the Alternate Director can attend. Notification of the second Alternate shall apply for that meeting only and shall be notified in writing to the Secretary of the UVCC not less than one week in advance of the meeting.

6. 06 - Terms of Office:

Each Director shall hold office until a successor is appointed by the Member Club as provided in Article 6.05.

6. 07 - Compensation:

Directors shall serve without compensation except that they shall be allowed and paid for their actual and necessary expenses incurred in the discharge of their duties.

6. 08 - Meetings of the Board of Directors:

a) Regular meetings of the Board of Directors shall be held a minimum of two times a year, one of these being the Annual General Meeting and at least one other between the months of June and September.

b) The Annual General Meeting of the Board of Directors shall be held by the end of the third week of February, at a time and place decided by the Board. Proposals other than those related to changes in the UVCC Constitution and By-Laws and the Standing Rules, shall be carried by a simple majority of those eligible to vote.

c) Special Meetings of the Board of Directors shall be held whenever called by the Chairman or on receipt by the Secretary of the Board of a request signed by each of the Secretaries and/or the UVCC delegates of at least fifty percent (50%) of the Member Clubs.

Notice of a Special Meeting and its agenda shall be circulated to all Member Clubs at least 14 days before the date of the meeting. No resolution shall be carried without a two-third vote of those present and eligible to vote. No other business except that indicated on the agenda shall be dealt with.

d) Notice of Board meetings and Executive Officers meetings shall be given in writing by the Secretary of the UVCC to each Director by email, mail or telegram at least fourteen (14) days before the date of the meeting. Notice of the Annual General Meeting shall be given at least fourteen (14) days and not more than fifty (50) days before the meeting date.

e) Quorum:

No resolution or business requiring a vote of the Board may be transacted at a meeting unless a quorum is present. A quorum shall consist of fifty-one percent (51%) of all Directors. Unless a greater number is expressly required by these By-Laws, every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

f) Conduct of Meetings.

The Chairman, or in his or her absence the Vice Chairman, shall act as Chairman at Board meetings. He or she shall not have a vote on any resolution. In the absence of both the Chairman and Vice-Chairman, a Chairman *pro tem* shall be elected by the majority of the Directors present. If the Chairman *pro tem* is normally entitled to vote, he or she shall be entitled to debate and vote on any question but may not then cast a deciding vote in the case of a tie. The Rules contained in "*Khan's Rules of Order, Revised*" shall govern all General Meetings and meetings of the Board of Directors and the Executive Committee, except where such Rules may conflict with the Articles of Incorporation, the Constitution and By-Laws and the provisions of law.

6. 09 - Resignation:

Any Director of the UVCC may resign at any time by giving written notice to the President/Chairman. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies created by reason of resignation shall be filled as provided in Section 6.11 of these by-laws.

6. 10 - Non-Liability of Directors:

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the UVCC.

6. 11 - Vacancy:

Any vacancy in the Board of Directors shall be filled by the President/Chairman of the Member Club for the remaining duration of the Board member that resigned.

Article 7. Executive Officers:

7.01 - Number and Titles:

The officers of the Board shall be the President, Vice President, Secretary, Joint Secretary, VP Facilities and Treasurer.

7. 02 - Qualification, Election and Term of Office:

a) Any member who is a member of a Full Member Club over the age of eighteen (18) is eligible to be appointed an Executive of the UVCC.

b) Election of officers shall be held at the intervals and for the terms of office shown below:

1) The President Vice-President, team Captain for period of 2 years and the Treasurer, Secretary shall hold office for a nominal Period of 1 years commencing immediately upon election by the Board of Directors at the Annual General Meeting every other year.

2) Nothing in the foregoing shall debar any eligible person from seeking election to or holding any office for successive terms.

3) Vacancies occurring during the nominal term of office shall be filled in accordance with Article 7.06 here-in for the un-expired term of that office.

c) Officers, other than those appointed pursuant to Section 7.06 of this Article, shall be elected by a majority vote of the Board of Directors at an Annual General Meeting. Each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected.

7. 03 - Functions of the Executive Officers:

The officers shall deal with all administrative matters and shall prepare the business and accounts to be dealt with at the meetings of the Board. The administrative matters shall consist of routine UVCC business activities, including correspondence, accounting, collection of dues, reimbursements, insurance matters, schedules of games, organization of social events and functions, announcements, and preparation of notices. It shall also deal with all matters concerning umpires, grounds and general facilities and shall transact any business delegated to it by the Board. Executive officers shall not amend or suspend any provision of the Constitution and By-Laws, the Standing Rules of the UVCC or motions passed by a vote of the Board of Directors.

7. 04 - Subordinate Officers:

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

7. 05 - Removal and Resignation:

The Board of Directors at a Special Meeting may remove any officer for good cause. The motion to remove an officer shall be promulgated in the notice of the meeting and shall be a Special Order of that meeting. Any officer may resign at any time by giving written notice to the Chairman of the UVCC.

7.06 - Vacancies:

Any vacancy in any executive office shall be filled by election at the next regular meeting or at a Special Meeting of the Board of Directors except that the Board may not replace the President/Chairman of UVCC. Election of officers at a Special Meeting shall be by majority vote.

7.07 - Meetings:

The Executive Officers shall meet periodically as necessary to conduct the business of the Association, at the discretion of the President/Chairman. Notice of meetings shall be as provided in Article 6.08 d) here-in. Members of the Board of Directors shall be entitled to attend all Executive Officers meetings.

7.08 - Duties of the President/Chairman:

The President/Chairman shall be the Chief Executive Officer of the UVCC and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the UVCC. He or she shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, and which may be prescribed from time to time by the Board of Directors.

7.09 - Duties of the Vice President/Chairman:

In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman shall perform all the duties of the Chairman, and when so acting, shall have all the powers of, and be subject to all the restrictions of the Chairman.

7.10 - Duties of the Secretary:

The Secretary shall:

a) Certify the By-Laws.

Certify and keep the original, or a copy, of these By-Laws as amended.

b) Keep Minutes of the Meetings.

Keep a book of the minutes of all meetings of the Directors and Executive Officers, recording there-in the time and place of holding, whether a Regular or Special meeting and, if Special, how authorized. The record shall include the manner and date of notice there-of, the names of Directors and Executive Officers present, and the proceedings thereof.

c) Give Notices.

Ensure that all notices of meetings and their agenda are duly given in accordance with the provisions of these By-Laws.

d) Keep Membership List:

Maintain the membership list as prescribed in Article 4.06 here-in.

e) Exhibit Records.

Exhibit at all reasonable times to any Director or member of the UVCC, the By-Laws, the membership list, and the minutes of the meetings of the Board of Directors of the UVCC.

f) Other Duties.

In general, perform all duties incident to the Office of the Secretary and as required by the Articles of Incorporation, these By-Laws, and which may be assigned to him from time to time by the Board.

7.11 - Duties of the Joint Secretary:

In the absence of the Secretary, or in the event of his or her inability or refusal to act, the Joint Secretary shall perform all the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to all the restrictions of the Secretary.

7.12 - Duties of the VP Facilities:

- a) VP Facilities is responsible to explore the opportunities to get new grounds in and around Victoria BC CA.
- b) Represent UVCC during Victoria facilities meetings

7.13 - Duties of the Treasurer:

a) The Treasurer is responsible for the collection, safekeeping, and expenditure of all funds of the UVCC and for keeping an accurate financial record.

b) The Treasurer may not borrow money or issue funds or checks except as he is authorized to do so by these By-Laws or the Board of Directors. All checks disbursing UVCC funds must be signed by the Treasurer and countersigned by the Chairman or, in the Chairman's absence, the Vice Chairman.

c) At each Board of Directors meeting, the Treasurer shall present a brief written report on the finances of the UVCC; he shall answer all questions on financial matters.

d) At the Annual General Meeting the Treasurer shall present a complete and detailed financial report showing all disbursements and receipts of the UVCC for the preceding year. In addition, at the Annual General Meeting the Treasurer shall present to the Board for their approval, a projected budget encompassing the total UVCC expenditures for the forthcoming season. At the time of presenting an Annual Budget, the Treasurer shall also give the Board his recommendations for fund-raising.

e) At the first Regular meeting of the Board of Directors following the end of the fiscal year, the Treasurer shall present for the approval of the Board the Final Annual Financial Report for that fiscal year and a Balance Sheet showing the assets and liabilities of the UVCC. The Final Annual Financial Report shall have been audited and certified by a Certified Public Accountant or by an audit committee appointed by the Board and shall be signed by the Treasurer. Upon acceptance of the report by the Board it shall be counter-signed by the President/Chairman.

UNITED VICTORIA CRICKET CLUB

f) Within two weeks after the Annual General Meeting the Treasurer shall send to each class of membership as applicable, notice of the annual dues and any other fees and assessments fixed by the Board. All such dues, fees and assessments shall be payable within thirty (30) days of invoice.

g) Send out notices of assessments as the Board may from time to time direct.

h) The Treasurer shall maintain complete, accurate and current books relating to the financial status of the UVCC. These books may be inspected at all reasonable times by an Officer of the UVCC or a Member of the Board of Directors. These books shall be subject to audit by a Certified Public Accountant or an audit committee appointed by the Board of Directors, at such intervals and times as directed by the Board or by the Chairman.

Article 8. Committees:

8.01 - Selection Committee:

The Selection Committee shall be appointed by the Board of Directors and shall consist of three members. The Chairman shall appoint one of these to be the Chairman of the Committee. The Selection Committee shall select all teams to represent the UVCC in matches sponsored by or participated in by the UVCC.. The committee shall follow the selection policy as prescribed from time to time by the Board. The Captain of a representative team shall, whenever practicable, be selected first and shall thereafter be consulted by the selection committee for selection of that team.

8.02 - Ad Hoc Committee:

Ad Hoc Committees for specific purposes or activities may be appointed from time to time by the Chairman or by resolution of the Board.

8.03 - Terms of Office:

The Chairman and each member of a committee shall serve until the **next annual election** of Directors, or until such committee is sooner dissolved.

8.04- Vacancies:

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of the original appointment.

8.05 - Quorum:

A majority of the whole committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article 9. Fiscal Year:

9.01 - Fiscal Year:

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

Article 10. By-Laws:

10.01 - By-Laws:

These By-Laws shall become effective immediately upon their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless the Board of Directors in adopting them, as hereinafter provided, directs that they shall take effect at a later date.

10.02 - Amendment:

Subject to any limitations imposed by the Articles of Incorporation of this Association and to any provisions of law applicable to the amendment of By-Laws of non-profit corporations, these By-Laws may be amended, as follows:

By a two-thirds vote of the Directors at any Regular or Special Meeting at which a quorum is present. Written notice of such meeting in accordance with Article 6.08(d) herein shall state the intent to amend the By-Laws and shall include the full text of each proposed amendment.

10.03 - Certification and Inspection:

The original or a copy of the by-laws as amended to date, certified by the Secretary of the UVCC shall be kept in the principal office of the UVCC, and shall be open to inspection by the members at all reasonable times. A copy of the By-Laws and amendments there-to shall be provided to all Member Associations.

Prepared and Certified by:

Secretary, UVCC

Sincerest Regards,
Sincerely,



Javed Khan
Director/ President
United Victoria Cricket Club



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