

RICHMOND FIELD HOCKEY CLUB

Constitution

1. The name of the Society is "RICHMOND FIELD HOCKEY CLUB".
2. The purposes of the Society are:
 - a. To foster and promote the sport of field hockey in the City of Richmond, in the Province of British Columbia, regardless of age, ability or sex of participants;
 - b. To provide opportunities to all members of our community to develop lifelong skills as field hockey players, coaches and umpires in an atmosphere that fosters enjoyment of sport, sportsmanship, teamwork and the pursuit of excellence;
 - c. To promote and encourage co-operation and social interaction amongst its members;
 - d. To promote and encourage personal development of its members;
 - e. To promote and encourage its members to take active roles in the organization, development and ongoing operations of the Society and the sport of field hockey.

3. Location

The operations of the Club are to be chiefly carried out in the City of Richmond, in the Province of British Columbia. This provision shall be unalterable.

4. Dissolution

In the event of dissolution of the Club, all its remaining assets, after payment of debts and liabilities, shall become the property of the City of Richmond, Recreation and Sport Services, to be reimbursed as it sees fit. This provision is unalterable.

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Part 1 – Interpretation

1. Unless otherwise specified:
 - a. “**Act**” means the *Society Act* as amended from time to time.
 - b. “**Board**”, “**Board of Directors**”, “**Directors**” mean the directors of the Club as elected or appointed.
 - c. “**Club**”, or “**society**” means the society incorporated as the Richmond Field Hockey Club.
 - d. **Bylaws** means the Bylaws of this Club as amended.
 - e. **Member** means a Member of the Club.
 - f. **Quorum** means the number of Voting Members who must be present in order that business can be legally transacted.
 - g. “**Ordinary Resolution**” means a resolution passed by a simple majority of the votes cast in person.
 - h. “**Special Resolution**” means a resolution passed by 75% of the votes cast in person.
 - i. “**Unanimous Resolution**” means a resolution passed by all of the votes cast in person.
 - j. **Voting Member** means a Member entitled to vote at the meetings of the Association.
 - k. Interpretation: the following rules of interpretation must be applied in interpreting these Bylaws.
 - l. Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
 - m. Masculine and Feminine: words indicating the masculine shall include the feminine, and vice-versa.
 - n. Headings are for convenience only. They do not affect the interpretation of these Bylaws.
 - o. Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Part 2 – Membership, Discipline and Dues

2. Members – The members of the Club are the applicants for incorporation of the Club and those members that subsequently become members, in accordance with these bylaws and in either case, have not ceased to be members. Membership in the Club shall be open to all irrespective of sex, age, culture or ethnicity.

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3. Categories – There shall be the following categories of membership:

- a. **Junior Members:** shall be those members who are eligible to play on a team 18 years of age or younger (U9 to U18) as of December 31 of the applicable yearly membership term. The effective date for determining whether a member qualifies as a Junior Member may be changed by Ordinary Resolution of the members of the Club.
- b. **Senior Members:** shall be all members other than Junior Members.
- c. **Honorary Members:** shall be a person that makes an outstanding contribution, whether financial or otherwise, to the welfare of the Club or the sport of field hockey.

References to a person as being a member of a particular membership category will be deemed to include, in the case of a minor who is a member of such category, a parent or legally appointed guardian of such minor.

Requirements and Terms for Junior and Senior Members – A Junior Member or Senior Member must, in the current membership year, be registered as a player on or participant in a Club team or program. The duration of the membership for Junior and Senior Members shall be for a one year period between the last Annual General meeting and terminating at the next Annual General meeting. Ordinary Resolution of the members of the Club may change the commencement and termination dates of such yearly period.

Term, Rights and Obligations of Honorary Members – An Honorary Member shall be elected by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or by Unanimous Resolution of the Directors of the Club. The rights, obligations and duration of membership of an Honorary Member shall be as established by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or Unanimous Resolution of the Directors of the Club and may be subsequently amended by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or by Unanimous Resolution of the Directors of the Club. Different rights, obligations and duration of membership of Honorary Members may be established for different Honorary Members. A Junior or Senior Member may also be named as an Honorary Member and shall be entitled to exercise separately the rights and obligations of such category of membership.

4. Voting – Each Junior and Senior Member in good standing shall be entitled to one vote at meetings of the Club provided always that the Junior Member's vote may only be exercised by the Junior Member's parent or legally appointed guardian. A parent or legally appointed guardian of more than one Junior Member may vote each Junior Member's vote separately and, in the event such parent or legally appointed guardian is also a Senior Member, may vote his/her own vote separately. Honorary Members shall not be entitled to vote at meetings of the Club, but may be elected as a director or an Officer of the Club and may exercise a vote in such capacity.

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5. Discipline – The Directors, by Unanimous Resolution, or the Members, by a resolution passed by 80% of the votes cast in person at a meeting of the Members, may impose disciplinary measures upon members, membership categories as deemed appropriate to maintain discipline within the Club, including:

- a) Imposing fines;
- b) Withdrawing some or all privileges of membership, including the privilege of playing field hockey for the Club;
- c) Issuing warnings
- d) Imposing probationary terms, with or without conditions;
- e) Imposing suspensions, with or without conditions;
- f) Imposing expulsions from the Club, with or without conditions; and
- g) Imposing other disciplinary measures including, but not limited to, a combination of the above, as deemed appropriate in the given situation.

6. Appeals – Disciplinary measures imposed by the Directors of the Club may be appealed to the next members meeting called by the Club after the disciplinary measures have been imposed. Disciplinary measures imposed by the members of the Club may not be appealed. An appeal of disciplinary measures will only be entertained if the appellant delivers a written notice to the Club stating that the appellant wishes to appeal the disciplinary measures and such notice is delivered to either the Club President or Secretary within 10 days of the appellant receiving notice of the disciplinary measures.

Applications for Leniency – Suspensions, whether imposed by the members or the Directors of the Club, may only be lifted before the full term of the suspension has been served by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club or by Unanimous Resolution of the Directors of the Club. An expelled member may only be re-admitted to membership by a resolution passed by 80% of the votes cast in person at a meeting of the members of the Club.

7. Dues – Annual dues for membership and other levies and the dates for the payment thereof may be determined from time to time by Ordinary Resolution of the Directors of the Club, following consultation with the Junior and Senior areas. Annual dues and other levies may vary between Membership Categories. The determination of Annual dues and other levies shall be based upon the concept that:

- a) General expenses of the Club shall be shared by its membership as a whole and expenses of a particular Membership category shall be borne by that Membership category; and
- b) A disproportionate sharing of expenses may be advantageous to the Club as a whole in order to assist, foster or promote a particular Membership category.

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Without limiting the generality of the foregoing and without limiting the matters that may be considered by the Directors of the Club when determining Annual dues and levies, the Directors of the Club shall be entitled to consider:

- a) Existing or anticipated dues, fees and other money paid or to be paid by the Club to external organizations for the general benefit of the Club, whether for the purpose of providing field hockey for members or for other purposes;
- b) Existing or anticipated dues, fees and other money paid or to be paid by the Club to external organizations for the benefit of particular Membership categories, whether for the purpose of providing field hockey for members or for other purposes;
- c) Existing and anticipated costs for the general operations of the Club, including the repair, maintenance, replacement or acquisition of equipment or other items in the nature of capital or of benefit to the Club and including establishing contingency or other funds for future expenses of any nature;
- d) Existing and anticipated costs for the operations of particular Membership categories, including the repair, maintenance, replacement or acquisition of equipment or other items in the nature of capital or of benefit to the Junior or Senior areas and including establishing contingency or other funds for future expenses of any nature.

Waiver of Dues or Levies – At the discretion of the Board, in special cases a member's dues or levies may be waived or deferred, in whole or in part. Such waiver or deferral includes, but is not limited to, the establishing of scheduled payments over time.

Exemption for Honorary Members – Honorary members shall be exempt from dues in their capacity of Honorary members. An Honorary member that is also a member in some other category shall continue to pay dues as required for such category unless under which the Honorary member was elected exempt the Honorary member from paying dues in other categories.

8. Person Ceasing To Be a Member – A person shall cease to be a member of the Club:

- a) By delivering a resignation in writing to the secretary of the Club or by mailing or delivering it to the address of the Club;
- b) On his or her death or, in the case of a corporation, on dissolution;
- c) On being expelled;
- d) On having been a member not in good standing for 12 consecutive months.

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9. Good Standing – All members are members in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Club and he is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of the Club

10. General meetings of the society must be held at the time and place in accordance with the *Society Act*, that the directors decide.

11. Every general meeting, other than the annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

(1) Meeting of the Board of Directors (extraordinary general meeting) must take place at least three times a year.

- (1) The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- (2) Fourteen (14) days' notice for Board meetings is given to each Board member by a form of electronic communication such as e-mail or fax. Board Members may waive notice.
- (3) If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
- (4) Meetings of the Board are open to Members of the Club, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- (5) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- (6) A meeting of the Board may be held by conference call, internet chat, video or other form of simultaneous aural communication. Directors who participate in these meetings are considered present for the meeting.
- (7) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- (8) A Director may waive formal notice of a meeting.

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13.

(1) Notice of a general meeting must specify the place, day and hour of the meeting, and in case of special business, the general nature of that business. Fourteen (14) days notice of a general meeting must be given to entitled members, however, members can waive or reduce the period of notice for a meeting.

(2) 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 that meeting.

(3) Attendance by 4 (four) of the Voting Members at General Meeting's is a quorum.

14.

(1) The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

(2) The Club must place a notice on the Club's website and their social media outlets at least fourteen (14) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting.

Part 4 – Proceedings at General Meetings

15. Special business is

- a) All business at an extraordinary general meeting except the adoption of rules of order.
- b) A Special General Meeting may be called at any time:
 1. by a resolution of the Board of Directors to that effect; or
 2. on the written request of a majority of the Directors. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at this Special General Meeting; or
 3. on the written request of at least ten percent (10%) of the Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.
 4. Agenda for Special General Meeting - Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
 5. Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.
 6. Such meeting shall be scheduled within twenty-one (21) days after the request has been received.

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16.

(1) Business, other than the election of a chair and the adjournment or termination for the meeting, must not be conducted at a general 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum at general meetings shall be no less than 4 members of the Club.

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, must be terminated, but in any case, it must 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 constitute a quorum.

18. If at a general meeting, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair 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 the other directors present are unwilling to act as the chair,

The members present must choose one of their number to be the chair.

20.

(1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

(3) The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

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21.

- (1) Each Voting Member, including the presiding officer, has one (1) vote. A show of hands, display of card, or other distinguishing signal, decides every vote at every General Meeting. A ballot is used if a majority of Voting Members request it.
- (2) If there is a tie vote, the motion is defeated.
- (3) A Voting Member may not vote by proxy.
- (4) A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (5) The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- (6) A majority of the Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- (7) Members may withdraw their request for a ballot.
- (8) The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- (9) A member in good standing present at a meeting of members is entitled to one vote.

22. The Annual General Meeting deals with the following:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) considering the reports of Officers and committees;
- d) reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities;
- e) electing the Members of the Board;
- f) considering matters specified in the meeting notice;
- g) other specific motions that any members have given notice of before the meeting is called.

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Part 5 – Officers

The Officers of the Association are the President, Past-President (if available), Vice-President, Secretary and Treasurer.

27. At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.

The Officers hold office until re-elected or until a successor is elected.

28. Duties of the Officers of the Club:

(1) The President:

- supervises the affairs of the Board;
- when present, chairs all meetings of the Club and the Board;
- is an ex officio member of all Committees, except the Board Development Committee;
- acts as the spokesperson for the Club; and
- carries out other duties assigned by the Board.

(2) The Past-President:

- assists in the transition of the Club to its new President;
- assists with the transition of all Directors of the Club;
- mentors and supports the Directors of the Club;
- acts as liaison to past practice, past work and history/knowledge of the Club; and
- carries out other duties assigned by the Board.

If the Past-President is not available to commit to this role, this position as an Officer of the Club is left vacant. However, the Board can choose to add an additional Director position but must still adhere to the maximum allowed number of Director positions overall for the Club.

(3) The Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board; and
- carries out other duties assigned by the Board.

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(4) The Secretary:

- attends all meetings of the Club and the Board;
- makes sure accurate minutes are recorded of these meetings;
- has charge of the Board's correspondence;
- makes sure all notices of various meetings are sent;
- makes sure that the annual return, changes in the Directors of the Club, amendments in the Bylaws and other incorporating documents are filed with the Corporate Registry; and
- carries out other duties assigned by the Board.

(5) The Treasurer:

- makes sure all monies paid to the Club are deposited in a chartered bank, treasury branch, credit union or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested, and;
- carries out other duties assigned by the Board.

Part 6 – Directors

23.

(1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:

- a) All laws affecting the society;
- b) These bylaws, and
- c) Rules, not being consistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) Powers and Duties of the Board: The Board has the powers of the Club, except as stated in the Societies Act.

The powers and duties of the Board include:

- a) Promoting the purposes of the Club;
- b) Promoting membership in the Club;
- c) Maintaining and protecting the Club's assets and property;
- d) Approving an annual budget for the Club;

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- e) Paying all expenses for operating and managing the Club;
- f) Paying persons for services and protecting persons from debts of the Club;
- g) Investing any extra monies;
- h) Financing the operations of the Club, and borrowing or raising monies;
- i) Making policies for managing and operating the Club;
- j) Approving all contracts for the Club;
- k) Maintaining all accounts and financial records of the Club;
- l) Appointing legal counsel as necessary;
- m) Making policies, rules and regulations for operating the Club and using its facilities and assets.
- n) The designated Directors of the Board sign all cheques drawn on the monies of the Club. Two signatures are required on all cheques. No Director may sign their own cheque.

24. Directive to Directors – Subject always to the direction of the members of the Club and without limiting the generality of the Directors' obligations and powers in the control operation of the affairs of the Club, the Directors shall establish and administer all matters regarding:

- a) Coordination of field hockey for the Club;
- b) Coordination of annual planning of field hockey for the Club;
- c) All external relations, including any other organizations, whether affiliated or not, that are involved in the use and maintenance of any facilities that can be used the Club;
- d) Promotion and publicity of field hockey for the Club;
- e) Long term planning for the Club;
- f) Common facility maintenance and operation;
- g) Coordination of fundraising;
- h) Field use and related facility use;
- i) Guidance regarding and monitoring of programs and activities in each area of the Club.

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Fundraising Limitation – No member may seek funding from any source without prior approval of the Board, which approval will be granted by the Board unless such seeking of funding is reasonably considered by the Board to be detrimental to all or any part of the Club.

25. Election of Directors – One third of the Directors must be represented from the Junior and Seniors areas and elected. Directors do not have to be members of the Club. All nominations must be seconded.

Number of Directors and Terms of Office – There shall be no fewer than five and no more than nine Directors. The Directors shall serve for a term ending at the next annual general meeting, at which time the successors thereof shall be elected.

Maximum Terms – There shall be no limit on the number of consecutive terms that a Director may serve on the Board.

Resignations – A Director, including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

Filling Vacancies - If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. Up to three (3) vacancies can be filled as long as a quorum of Directors remains in office. The Directors may not fill a vacancy during the ninety (90) day period immediately preceding an Annual General or Special meeting.

Quorum - If there is not a quorum of Directors, the remaining Directors immediately schedule a Special General Meeting to fill the vacant Director positions.

Duty of Care – Directors, shall act in the best interests of the Club as a whole and shall not give preference to the interests of the specific members or junior and senior areas.

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

Transactions in which a Director has an Interest – A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Club must disclose fully and promptly the nature and extent of the interest to each of the other Directors. In any such case, the Director in question must abstain from voting on the approval of the proposed contract or transaction, and for the purposes of such vote the Director in question must not be counted in the quorum.

26. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

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Part 7 – Committees

The Board may appoint committees to advise the Board.

(1) General Procedures for Committees:

- A Board Member chairs each committee created by the Board.
- The Chairperson calls committee meetings. Each committee:
 - records minutes of its meetings;
 - distributes these minutes to the committee members and to the Board Members
 - provides reports to each Board meeting at the Board's request.
 - A minimum of fourteen (14) days notice for meetings is given to each member by electronic communication such as e-mail or fax.
 - The notice states that date, place and time of the committee meeting. Committee members may waive notice.
 - The committee sets its own quorum.
 - Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.
 - A meeting of a committee may be held by a conference call, internet chat, video or other form of simultaneous aural communication. Members who participate in these meetings are considered present for the meeting.

(2) Standing Committees

The Board establishes these standing committees:

- a. Finance Committee;
- b. Junior Committee;
- c. Senior Committee; and
- d. Board Development Committee.