

Bylaws of Hawks Field Lacrosse Club

PART 1 – INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar of Companies;
- b) **“Age of majority”** is defined by the *Age of Majority Act*, RSBC 1996, Chapter 7, as amended or replaced from time to time and for this purpose unless otherwise provided. In accordance with the *Age of Majority Act*, a person reaches the age of majority on becoming age 19;
- c) **“BCLA”** means the *British Columbia Lacrosse Association*;
- d) **“Board”** means the board of Directors of the Society;
- e) **“Board resolution”** means:
 - i) A resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and entitled to vote in respect of such resolution; or
 - ii) A resolution that has been submitted to all the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- f) **“Bylaws”** means the bylaws of the Society as contained in this document, and as may be subsequently, amended, altered or replaced in accordance with the Societies Act and filed with the Office of the Registrar of Companies;
- g) **“CLA”** means the *Canadian Lacrosse Association*;
- h) **“Constitution”** means the constitution of the Society as filed with the Office of the Registrar of Companies;
- i) **“Chilliwack”** means that geographic area in the Fraser Valley region of the Province of British Columbia, Canada, commonly known as Chilliwack and which is within the jurisdiction of the Municipal Corporation under the "Community Charter". Without limiting the generality of the foregoing, Chilliwack includes the communities commonly known as Chilliwack River Valley, Columbia Valley, Cultus Lake, Rosedale, Ryder Lake, Yarrow and Popkum.
- j) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “director” means any one of them;
- k) **“HFL”** means Hawks Field Lacrosse Club;
- l) **“Income Tax Act”** means the Income Tax Act (Canada), as amended or replaced from time to time;

- m) **“In writing”** includes, but is not limited to, a written or typed consent, communication or notice given by electronic mail (including a photo scanned copy of an original document) and a consent, communication or notice as executed, given and/or received by the requisite person(s) in such manner shall be legally binding and effective as if an original, manually executed consent, communication or notice in writing was presented in lieu of such written or typed consent, communication or notice executed, given and/or received by electronic mail (including a photo scanned copy);
- n) **“Members”** means the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;
- o) **“Member in good standing”** means in respect of any period of time or times, a member (1) other than a member who is not in good standing under these Bylaws, and (2) who has fully paid to the Society the prescribed membership fees and all other amounts payable to the Society pursuant to these Bylaws or a policy directive or operating policy approved by the Board and in effect at that time or times;
- p) **“Officials”** are those persons voted on to the Board, as Directors, or appointed by the board to carry out the day to day operations of the Society;
- q) **“Ordinary Resolution”** means a resolution passed at a general meeting by a simple majority of the votes cast in person by the voting members.
- r) **“PCFLL”** means the *Pacific Coast Field Lacrosse League*;
- s) Player Categories for the purposes of these Bylaws:
- “Grandfathered Player”** means a player who (1) is not a resident of Chilliwack or such other area as may be designated by the BCLA for the purposes of determining the player’s eligibility to play for a team operated by the Society; (2) is nevertheless entitled pursuant to by BCLA’s bylaws and operating policies in effect from time to time to play for a team operated by the Society, including but not limited to obtaining and delivering required waivers , approvals, consents or player releases; (3) has fully paid all registration fees, membership fees and other amounts due to the Society; and (4) is otherwise approved by the Board as being eligible to play for a team operated by the Society;
- “Women’s Field Lacrosse Player”** means a female player aged six to nineteen years of age as determined as of January 1 of each playing year and who is not otherwise a Youth Field Lacrosse player and includes a Grandfathered Player in such playing division;
- “Youth Divisions”** refers to teams comprised of male and female players U18 and younger age divisions for field lacrosse, as determined by BCLA’s operating policy as amended and in effect from time to time;
- “Youth”** refers to players and teams of players in Youth Divisions;
- “Youth Player”** means a player who is both (1) eligible, pursuant to BCLA’s constitution, bylaws and operating policies and (2) fully registered (with registration fees paid in full) to play for a team

operated by the Society in the Youth Divisions and “Youth Player” includes a Grandfathered Player in one of the Youth Divisions;

Provided that if any of the foregoing definitions or age categories conflicts with the corresponding definition applied to applicable player ages or categories by BCLA pursuant to BCLA’s Constitution, Bylaws or operating policies, as the case may be, as amended and in effect from time to time, then any such definition or age category above shall be modified to the extent necessary in order to comply with the corresponding definition applied to such definition or age category by BCLA and unless otherwise determined by BCLA, the playing year shall be from January 1st to December 31st in any calendar year.

- n) **“Registered address”** with respect to a person who is a member or director of the Society means the address of that person as recorded in the Society’s register of members or the register of directors, as the case may be;
- o) **“Registrar of Companies”** means the Registrar of Companies of the Province of British Columbia;
- p) **“Special Resolution”** is a resolution passed at a general meeting by at least 70% of the votes cast in person by the voting members.
- q) **“Society”** means the Hawks Field Lacrosse Club;
- r) **“Societies Act”** means the *Societies Act of British Columbia*, as amended or replaced from time to time;

1.2 Societies Act Definitions:

Except where they conflict with the definitions contained in these Bylaws, the definitions in the Societies Act, on the date these Bylaws become effective, apply to these Bylaws and the Constitution as well.

1.3 Interpretation by the Board:

For the purposes of these Bylaws,

- a) if there is any question as to the meaning, interpretation or application of the term “family” or “per family” in any circumstance arising with respect to these Bylaws, then the question may be submitted to the Board by any member and the decision of the Board acting reasonably and in good faith will govern.
- b) 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 - FURTHER PURPOSES OF THE SOCIETY

- a) To purchase, own, store, rent, borrow, loan or otherwise acquire, obtain and provide equipment (including but not limited to protective equipment, field equipment and training equipment) sporting goods, uniforms and other clothing, materials or supplies (including medical supplies, office supplies and other supplies) for use by or in connection with, in support of or incidental to the Society’s operations, lacrosse programs and related activities;
- b) To fund, facilitate, equip and carry on activities in support of the lacrosse programs operated or offered by the Society, including but not limited to funding travel expenses, expenses related to

educating, training, coaching and teaching of players and others participating in the sport of lacrosse as members of or in association with the Society and related activities, and to purchase, replace, repair or maintain equipment, training resources and facilities that are beneficial to or used in connection with the Society's operations, lacrosse programs and related activities;

- c) To receive gifts, bequests, trusts, funds and property and beneficially, or as a trustee or agent, to hold, invest, develop, manage, use, spend, apply, administer and distribute funds and property for the purposes of the Society and generally, for and to the benefit of Society's operations, lacrosse programs and related activities;
- d) To fund post-secondary educational or training scholarships, grants or bursaries for the benefit of individuals, who have participated in or who are otherwise involved with the Society's operations, lacrosse programs and related activities, in such amounts, at such times, and otherwise on such terms and pursuant to such criteria as may be determined from time to time by resolution of the Board or as may be directed by ordinary resolution of the Society; and
- e) To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes.
- f) The activities of the Society shall be carried out without purpose of profit or gain for its members, and any profits or other accretions to the Society shall be used for promoting the purposes of the Society.

PART 3 - AFFILIATION

HFL is affiliated with the following governing boards ("affiliated governing boards"):

- a) The Canadian Lacrosse Association (hereafter referred to as the "CLA");
- b) The British Columbia Lacrosse Association (hereafter referred to as the "BCLA"); and
- c) The Pacific Coast Field Lacrosse (hereafter referred to as the "PCFLL");

The HFL Board shall make its best efforts to comply with all applicable bylaws, rules and regulations by which the above bodies are governed. Upon receiving proper notice, HFL shall arrange representation by one or more Directors, at all Regular, Special, and Annual General Meetings of the above associations.

PART 4 – MEMBERSHIP

4.1 Member

The members of the Society shall be the subscribers to the constitution and by-laws, and those persons who subsequently have become members, in accordance with these by-laws, and, in either case, have not ceased to be members.

4.2 Application for Membership

- a) Application for annual membership in the Society shall be open to any parent or guardian of a Youth Player who is registered, and paid for in full, with the Society. Applications for membership shall ordinarily be made at the time of player registration and a signature of each parent or guardian making such application will be required on the prescribed form and with the payment of a prescribed fee, if any, will constitute membership in the Society.

- b) Members include any parent or legal guardian who enters their contact information on their child's registration form for the current lacrosse season. In cases of a player who has reached the age of majority who plays, the player shall be deemed the sole member.
- c) Membership is subject to the approval of the Board.
- d) All elected and appointed officials and adult coaches, who do not otherwise qualify under Section 4.2 a) or b), will become voting members for the current lacrosse season or until they are not an elected or appointed official.
- e) All players who have not reached the age of majority on payment of the fee(s) as set by the Board, are members of the Society for the year registered, but are not voting members.
- f) If a player needs to be released, as a player under the jurisdiction of the Society, by reason that the Society is unable to operate a team in the playing division applicable to that player (as determined by the Board in compliance with the BCLA's Bylaws or Operating Policy in effect at such time), then that player or the parent or guardian of that player, if otherwise a member of the Society before such release, may remain a member of the Society for the remainder of the year for which the player was registered, provided that the amount of the annual membership dues payable by members of the Society then in effect shall be paid to the Society, or retained by the Society from the amount, if any, to otherwise be refunded to, or on behalf of such player.
- g) Annual membership ends on August 31st at 11:59pm of the current lacrosse season.

4.3 Adherence to Bylaws, Constitutions and Operating Policy

Every person who becomes a member thereby agrees to uphold and adhere to the Constitution of the Society, the Bylaws and Operating Policy.

4.4 Discipline of Member

Every member must consistently abide by the HFL's Constitution & Bylaws, as well as the HFL Operating Policy. When informed of a potential breach of the above, the President shall review the complaint and may charge a Discipline Committee with handling the complaint.

4.5 Expulsion of Member

A member may be expelled by a special resolution, provided that:

- a) The notice given to members of the meeting called to consider such special resolution shall contain a brief statement of the reasons for the proposed expulsion; and
- b) The member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at such meeting before the special resolution is put to a vote.
- c) Notwithstanding the foregoing, a member may be suspended at any time, upon notice from the Board, when a majority of the Board (other than a director or official who is the member concerned) determines, acting reasonably and in good faith, that such member is:
 - (1) not acting in the best interest of the Society or
 - (2) acting or failing to act in a manner that is detrimental, damaging or prejudicial to the purposes of the Society.

Then, in that event, the said member shall stand suspended from membership in the Society upon such terms and conditions as the Board determines acting reasonably and in good faith (including but not limited to restriction or prohibition from access to facilities or participation in lacrosse programs or related activities) pending appeal to the members at the next duly convened general meeting of the members of the Society and at such meeting the members may determine by special resolution whether to revoke, vary or continue the terms or conditions of the member's suspension or expel the member. Refer to Operating Policy for information on the appeals process.

- d) A member who withdraws or is expelled from membership in the Society pursuant to these Bylaws shall immediately forfeit all rights, benefits, claims, interests, or entitlements arising from or in any way connected to membership in the Society.

4.6 Withdrawal of Member

Any member who desires to withdraw from membership in the Society may notify the Board in writing to that effect and on receipt by the Board of such notice that member shall cease to be a member.

4.7 Death or Dissolution of Member

A person ceases to be a member of the Society upon his or her death or, in the case of a corporation, upon the dissolution or winding-up thereof.

4.8 Failure to Pay Dues

Annual membership dues payable by members will be prescribed from time to time by the Board. Any member who fails to pay such dues when they become payable may be designated by the Board as a member not in good standing, and any member so designated shall remain not in good standing until the outstanding dues payable by such member are paid in full.

4.9 Loss of Membership by Member Not in Good Standing

A member who remains not in good standing with HFL, PCFL or BCLA for twelve (12) consecutive months shall thereupon cease to be a member without any further action required by the Board or the members.

PART 5 – GENERAL MEETINGS

5.1 Time and Place of General Meetings

The general meeting of the Society shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

5.2 Annual General Meeting (AGM)

The Annual General Meeting shall take place in March of each year, at a time deemed appropriate by the Board.

5.3 Extraordinary General Meetings (EGM)

Every general meeting other than an annual general meeting is an extraordinary general meeting.

5.4 Call of Extraordinary General Meeting

An EGM may be called at any time by:

- a) a Director of HFL; or

- b) a member, the "requisitionist", representing 10% or more of the Regular Members of the HFL, which must be evidenced by document containing the signatures of the represented members, which document must accompany the written request to call a general meeting of the Society, stating the purpose of the meeting and such a meeting shall be convened by either the President or the Secretary within twenty-one days.
- c) The requisition shall be mailed or delivered to the office of the Secretary and the date on which it is received shall be deemed to be the date on which it was received by the Board of Directors.
- d) If the requisition indicates the intention to require the expulsion of a member or the removal of a Director, reference to such matters shall be included in the notice of meeting.
- e) If the requisition indicates the intention to propose an amendment to these Constitution & By-Laws, reference to such matters shall be included in the notice of meeting.
- f) When an EGM has been requested in writing in accordance with clause 5.4 (b) and such meeting has not been held within the prescribed time, the members or Directors who originated the requests may themselves convene an Emergency General Meeting, in accordance with the provisions of the Societies Act.

5.5 Notice of General Meeting

The Society shall give not less than 14 days written notice, by e-mail or otherwise as permitted pursuant to the provisions of Part 14 of these Bylaws, of a general meeting to its members entitled to receive notice; but those members may waive or reduce the notice period for a particular meeting by unanimous consent in writing.

5.6 Contents of Notice

Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.

5.7 Omission of Notice

The accidental omission to give notice of a general meeting to, or the no receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART 6 – PROCEEDINGS AT GENERAL MEETING

6.1 Chair

Any general meeting shall be chaired by the President, or in his absence, by the Vice President. If both are absent, the members shall elect a person from the Board of Directors to be the chairman of the meeting.

If no chair is present within 15 minutes after the time appointed, or no director is willing to act as chair, then the members in good standing who are present may choose one of their number to act as chair of that general meeting.

6.2 Alternate Chair

If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

If no chair has been determined from the previous clause, a regular member of the society in attendance and good standing can be nominated and elected to chair the meeting.

6.3 Quorum

A quorum at a general meeting shall be not less than ten (10) percent of members entitled to attend and vote at such meeting; provided that 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 and entitled to vote shall constitute a quorum.

6.4 Requirement of Quorum

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

6.5 Cessation of Quorum

If at any time during a general meeting there ceases to be a quorum present, business in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.6 AGM Business

The AGM business to be transacted shall include:

- a) the adoption of rules of order;
- b) the approval of the minutes of the prior AGM;
- c) consideration of the financial statements;
- d) consideration of the reports of the Directors;
- e) proposed amendments to this Constitution & By-Laws;
- f) election of Directors;
- g) appointment of auditor (if required); and
- h) any other business that ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

6.7 Adjournment

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.

6.8 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

6.9 Motions Need to be Seconded

All resolutions or motions proposed at a general meeting must be seconded before being further considered by the meeting.

6.10 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution.

6.11 Entitlement to Vote

Only members in good standing, in attendance and who are not otherwise designated as non-voting members pursuant to these Bylaws, shall be entitled to vote at general meetings, and each such member shall be entitled to one vote per registered player, to a maximum of two per family. Elected and appointed officials and adult coaches shall be entitled to one vote to a maximum of one vote.

6.12 Casting Vote

The person chairing a general meeting may vote but, if he or she does so, and the result is a tie, the person chairing the general meeting shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed not to have been passed.

6.13 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting at general meetings shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required and except that election of directors may be by acclamation otherwise it shall be by ballot as provided pursuant to Section 7.6 (Elections of Directors) or 7.14 (Re-Election) of these Bylaws, as the case may be.

6.14 Voting by Proxy

Voting by proxy at general meetings is not permitted.

6.15 Resolutions in Writing

All matters that must be dealt with at a general meeting, including the presentation of the financial statements, may be dealt with in a resolution consented to in writing by all voting members, on or before the date on which the general meeting must be held, and shall be deemed to have been passed and be legally binding. Such resolution shall be filed with minutes of the general meeting.

6.16 Copy of Special Resolution to be filed with the Registrar of Companies

A copy of any special resolution passed in accordance with these Bylaws shall be filed with the Registrar of Companies in the prescribed form and shall not take effect until such copy is accepted by the Registrar of Companies.

PART 7 - DIRECTORS**7.1 Powers of Directors**

The Board may exercise all such powers and do all such acts and things as 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 general meeting, but subject, nevertheless, to the provisions of:

- a) all laws affecting the Society (including but not limited to the Societies Act);
- b) these Bylaws; and

- c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

7.2 Validity of Acts of Directors

The Acts done by a director shall be valid and may not be overturned, notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in these Bylaws.

7.3 Management of Property and Affairs

The property and the affairs of the Society shall be managed by the Board.

7.4 Number and Qualification of Directors

The number of directors shall be five (5) or such greater number as may be determined by special resolution, from time to time at general meeting. Each director must be a member in good standing.

7.5 Positions on the Board

The Directors of the Society shall comprise of the following positions (or such other positions as may be determined by special resolution, from time to time at general meeting) on the Board:

- a) President
- b) Past President / Director at Large
- c) Vice President
- d) Secretary
- e) Treasurer

7.6 Election of Directors

An election of directors may be by acclamation; otherwise it shall be by ballot. The elected directors shall hold their respective terms in office for a period of two years, in offsetting years, as follows:

- a) In odd-numbered calendar years: Directors for the positions of Vice President and Secretary shall be elected.
- b) In even-numbered calendar years: Directors for the positions of President and the Treasurer shall be elected.

Note: Director at Large/ Past President is referenced below (7.7)

If due to a delay in holding an annual general meeting, adjournments or any other reason or cause whatsoever, elections have not been held for the positions of directors whose terms in office would otherwise have expired or commenced in a calendar year as contemplated by this paragraph 7.6, then the elections for those positions will be carried forward until a general meeting of the Society (or any adjournment thereof) is held and in that event all necessary adjustments to the terms of the positions of the directors will be made in order to otherwise give effect to the intentions of this paragraph 7.6.

7.7 Appointment of Director at Large

The position of the Director at Large will be filled by the Past President for a term of one year. If no Past President or Past President declines, the board shall appoint a member in good standing as the director. The appointed director shall hold the respective term in office for a period of one year.

7.8 Duties of President

The President is the chief executive officer of the Society and shall oversee the other officers in the performance of their duties, as well as, but not limited to, attend meetings of the Board, PCFLL and BCLA.

7.9 Duties of Secretary

The Secretary shall be responsible for making all necessary arrangements for, but not limited to:

- a) the issuance of notices of meetings of the Society, the Board, and any Advisory Council;
- b) the keeping of minutes of all meetings of the Society, the Board and any Advisory Council (except as otherwise provided in these Bylaws);
- c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- d) the custody of the common seal of the Society;
- e) the maintenance of the register of members, which may be delegated to the HFL registrar; and
- f) the conduct of the correspondence of the Society.

7.10 Duties of Treasurer

The Treasurer shall be responsible for making all necessary arrangements for, but not limited to:

- a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Societies Act and the Income Tax Act (Canada); and
- b) the rendering of financial statements to the directors, members and others when required.

7.11 Duties of Positions on the Board

The duties of positions on the Board, including those noted in section 7.8, 7.9, and 7.10 shall be set out and described in a directive issued by the Board or an operating policy of the Society, as amended or replaced from time to time.

7.12 Absence of Secretary at Meeting

If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.

7.13 Appointment of Secretary to be Responsible for Minutes and Correspondence

The Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board, in which event those duties shall, during the term of such appointment, cease to be the responsibility of the Secretary.

7.14 Re-Election

The directors shall retire from office at the annual general meeting at which their respective terms of office are scheduled to expire and their successors are to be elected; provided that until a successor is so elected, the person previously elected or appointed shall (subject to these Bylaws and voluntary resignations) continue to hold office. An election may be by acclamation; otherwise it shall be by ballot.

7.15 Appointment by Board

The Board may at any time and from time to time appoint a member in good standing to act as a director for the purpose of filling a vacancy on the Board. A director so appointed (an “interim director”) shall hold office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at such meeting for the balance of the term in respect of the position on the Board for which that interim director was so appointed (but eligibility for re-election shall not preclude that interim director’s eligibility for another position on the Board that may be open for election at such meeting).

7.16 Removal by Members

The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete such term of office.

7.17 Removal by Board

The Board may remove any director who:

- (a) fails to appear at two consecutive scheduled meetings; or
- (b) fails to adequately perform their duties as described in a directive issued by the Board

7.18 Invalidation of Acts

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

7.19 Cessation of Directors

A person shall automatically cease to be a director of the Society:

- (a) upon the later of the date his or her resignation in writing is delivered to the Secretary of the Society or to the address of the Society, and the effective date of the resignation stated therein; or
- (b) upon his or her death; or
- (c) upon being removed by a special resolution; or
- (d) upon the election of such person’s successor at the next annual general meeting (unless such director is re-appointed at such meeting).

7.20 Remuneration of Directors

A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, as set out and described by the Board or an operating policy of the Society, as amended or replaced from time to time.

7.21 Directors May Hold Office or Place of Profit

A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director, for the period and on such terms as the Board determines. Subject to compliance with the Societies Act, and/or Division 4 (Directors’ Conflicts of Interest) of the Societies Act, no director shall be disqualified by such office from contracting with the Society.

7.22 Powers of the Board

The Board shall have the power to make expenditures and loans, whether secured or interest-bearing, for the purposes of furthering the purposes of the Society including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

7.23 Board Enabled to Receive Donations

The Board may take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements, and benefits for the purpose of furthering the purposes of the Society. The Board its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract, or property.

7.24 Power to Invest

If the Board is required to invest funds on behalf of the Society, the Board shall not be limited to investments authorized for trustees found in Section 15 of the Trustee Act of British Columbia, but instead may make any investment available to a natural person of full capacity acting on his or her own behalf.

PART 8 - PROCEEDINGS OF THE BOARD

8.1 Procedure of Meetings

A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

8.2 Quorum

The Board may from time to time set the quorum necessary to transact business, and unless so set quorum shall be a majority of the directors in office at the time when the meeting convenes.

8.3 Chair of Meetings

The President of the Society, or in his absence, the Vice President shall chair all meetings of the Board; but if at any Board meeting neither the President nor the Vice President is present and willing to act as chair of such meeting within 15 minutes after the time appointed for such meeting, the directors present may choose one of their number to chair that meeting.

8.4 Alternate Chair

If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

8.5 Calling of Meetings

A director may at any time, and the Secretary shall at the request of a director, convene a meeting of the Board.

8.6 Notice

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

8.7 Motions need to be seconded

All resolutions or motions proposed at a meeting of the Board must be seconded before being considered by the Board.

8.8 Simple Majority Sufficient

Any questions arising at a meeting of the Board, must be decided by a majority of votes.

8.9 Casting Vote

The person chairing a meeting may vote but, if he or she does so, and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

8.10 Procedure for Voting

Voting at Board meetings shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.

8.11 Board Resolution

A resolution proposed at a Board meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

8.12 Resolution in Writing

A Board resolution consented to in writing by 75% of the directors entitled to vote on the matter, and placed with the minutes of the meeting, is as valid and effective as if regularly passed at a meeting of the Board.

8.13 Waiver of Notice by Absent Director

A director who contemplates being or is absent from British Columbia may send, by email, to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

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

8.14 Issuance of Operating Policy

On an ongoing basis, but at least annually, the Board shall review and amend as necessary an Operating Policy for use by members of the Society. The Operating Policy shall be made available to all members on the HFL website.

PART 9 - ADVISORY COUNCIL**9.1 Constitution of Advisory Council**

The Board may constitute an Advisory Council to provide advice and counsel to the Board on any issue or issues and may appoint worthy persons to it and determine the terms of each appointment.

9.2 Size and Composition

The Board shall determine the size and composition and specific functions of the Advisory Council.

9.3 Powers

The Advisory Council shall not have the legal powers to direct the acts and operations of the Society.

9.4 Meetings

The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 10 - COMMITTEES**10.1 Delegation of Committees**

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.

10.2 Rules

A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act, or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

10.3 Chair of Committee

A committee must elect a chair of its meeting, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

10.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

10.5 Executive Committee

There may be an Executive Committee consisting of at least two directors.

10.6 Power to Transact Business

Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society between meetings of the Board. The Executive Committee shall meet as directed by the chair of the Executive Committee.

10.7 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 11 - SEAL**11.1 Provision for Seal**

The Board may provide a common seal for the Society and may from time to time destroy a seal and substitute a new seal in its place.

11.2 Affixation of Seal to Documents

The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are so prescribed, in the presence of any two directors.

PART 12 - BORROWING**12.1 Powers of Directors**

In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of mortgages or debentures.

12.2 Issuance of Debentures

No mortgage or debenture shall be issued by the Society without the authorization of a special resolution.

12.3 Restriction of Borrowing Powers

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

PART 13 - AUDITOR**13.1 Requirement**

This part applies only where the Society is required or has resolved to have an auditor.

13.2 First Auditor

The first auditor shall be appointed by the Board, which shall also fill any vacancy occurring in the office of auditor.

13.3 Appointment of Auditor at Annual General Meeting

At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.

13.4 Removal of Auditor

An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.

13.5 Notice of Appointment

An auditor shall be promptly informed in writing of his appointment or removal.

13.6 Restrictions on Appointment

No director or employee of the Society shall be auditor.

13.7 Attendance at Annual General Meeting

The auditor may attend general meetings.

PART 14 - NOTICES**14.1 Entitlement to Notice**

Notices of a general meeting shall be given to:

- a) every person shown on the register of members maintained by the registrar for the Society as a member on the day the notice is given; and
- b) the auditor (if any).

No other person is entitled to be given notice of a general meeting.

14.2 Method of Giving Notice

A notice may be given to a member by or on behalf of the Society, the Board or its authorized agents or representatives (including but not limited to division managers or team managers as may be authorized by directive issued by the Board), either by:

- (1) hand delivery to that member or to an adult person at the address of the member provided to the registrar for the Society for purposes of communications; or
- (2) mail, postage prepaid, sent to the postal address provided to the registrar for the Society for purposes of communications; or
- (3) electronic mail (including attached documents in an electronic format that represents or reproduces words in visible form) to that member sent to the email address provided by that member to the registrar for the Society for purposes of communications; or

- (4) any other means permitted pursuant to the Societies Act. A notice of any meeting of the Board, the Advisory Council or any committee may be given to a director or other member thereof either by hand delivery, electronic mail or by first class mail posted to such person's registered address and posted to the Hawks Field Lacrosse website.

14.3 When Notice Deemed to Have Been Received

A notice sent by mail shall be deemed to have been given on the second day following the day upon which the notice was sent. In proving that notice has been sent, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle in British Columbia with adequate postage affixed; provided that if there shall be, between the time of such posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic mail shall be deemed to have been given on the day it was so delivered or sent. A notice given by any other means permitted pursuant to the Societies Act will be deemed to be given on such day as provided for pursuant to the Societies Act or its applicable regulations.

14.4 Days to be Counted in Notice

If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall be excluded, and the day on which the event for which notice is given shall be included, when calculating number of days of notice given.

PART 15 - HFL COLOURS & TEAM NAME

15.1 Colours

The recognised official colours of the HFL shall be predominantly: Navy Blue, Green and White.

15.2 Team Name

All teams in HFL shall be named and known as Hawks.

HFL Colours, Team name, and logos shall only be changed in accordance with Part 17.2 (Special Resolution Required to Alter or Add to Bylaws)

15.3 Team Logo

Any proposed use of HFL logo for merchandise or other purposes must first be approved by the Board. No alteration, additions or changes are permitted.

PART 16 - MISCELLANEOUS

16.1 Inspection of Records

A director or general member may inspect a record which the Society is required to keep (as defined under Section 20 (1) of the Societies Act). The Board may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.

16.2 Participation in Meetings

Any director or member of the Advisory Council or the committee may participate in any meeting of the Board, the Advisory Council or any committee, by conference call, or similar communication device so long as all the directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such directors, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.

16.4 Right to become a member of other Society

The Society shall have the right to subscribe to, become a member of, and cooperate with any other foundation, society, corporation, or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

16.5 Not a Reporting Society

Subject to an order of the Registrar of Companies pursuant to the Societies Act stating that the Society is a "reporting society" as defined under the Societies Act, the Society shall be deemed not to be a "reporting society".

16.6 Branch Societies

The Society may establish and maintain one or more branch societies with such powers (not exceeding the powers of the Society) that the Society may confer.

16.7 Not a Subsidiary

The Society shall be deemed not to be a subsidiary of any other society or corporation.

PART 17 – LIABILITY AND INDEMNIFICATION**17.1 Indemnification of Directors and Officials**

Subject to the provisions of the Societies Act, (detailed further in Part 5, Division 5 and Division 7 of the Societies Act,) each director or official of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an official or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an official or director. 'Derelict' shall mean grossly negligent, criminally negligent, or intentional negligent in torturous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.

17.2 Submission to Members for Approval

The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation by the members at any annual general meeting or extraordinary general meeting called for the purpose of considering the same, and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Societies Act or those bylaws) shall be as valid and as binding upon the Society and upon all the members as though it has been approved, ratified and confirmed by every member of the Society.

17.3 Default or Neglect by Directors or Officials

Subject to the provisions of the Societies Act, no director or official for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or official of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or official.

17.4 Advancement of Expenses

Expenses incurred by any director or official with respect to any claim, action, suit or proceeding may be reimbursed by the Society prior to the final disposition thereof, subject to such director or official providing his or her undertaking, satisfactory in form and amount to the Board, to repay such amount if it is ultimately determined that he or she is not entitled to indemnification hereunder.

17.5 Approval of Court and Term of Indemnification

The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and official of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities, such indemnities shall continue in effect with regards to actions arising out of the term each director or official held such office notwithstanding that he or she no longer continues to hold such office.

17.6 Indemnification not Invalidated by Non-Compliance

The failure of a director or official of the Society to comply with the provisions of the Societies Act or of the constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this part.

17.7 Liability Insurance

The Society may purchase and maintain insurance for the benefit of any or all directors or officials against personal liability incurred by any such person as a director or official.

PART 18 – Dissolution of the Society

Upon the winding-up or dissolution of the Society, any funds, property or other assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution and after payment of any debts of the Society, shall be distributed to such one or more organizations (each referred to as a “Qualified Recipient(s)”) each of which is either a society having a charitable purpose within the meaning of the *Societies Act*, a registered charity or non-profit organization that qualifies for tax exemption under paragraph 149(1)(f) or (l) of the *Income Tax Act* (Canada), and each of which has organizational objects or purposes of a similar nature to the purposes of the Society or has other socially beneficial purposes as determined by resolution of the Board.

Any of such funds, property or other assets which had originally been received by the Society for specific purposes shall, to the extent practicable and possible, be distributed to such one or more Qualified Recipients each of which has organizational objects or purposes of a similar or compatible nature to such specific purposes, as determined by resolution of the Board. The provisions of Part 18 are unalterable.

PART 19 - BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each member shall be entitled to receive from the Society upon request a copy of the constitution and bylaws of the Society.

19.2 Special Resolution Required to Alter or Add to Bylaws

These Bylaws shall not be altered or added to except by special resolution.

DATED the 15th day of November 2018

Hawks Field Lacrosse Club