



BY-LAWS
(Rev. Feb 2022)

WEST COAST CRICKET ORGANIZATION

PART 1 – Interpretation

1. (1) In these by-laws, unless the context otherwise requires:
 - (a) “Directors” means the directors of the Society for the time being;
 - (b) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - (c) “Registered Address” of a member means their address as recorded in the register of members
- (2) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a league or club.

PART 2 – Membership

2. Membership shall consist of:
 - (a) Full Members
 - (i) Any cricket club in the Province shall, on payment in advance of the membership fee, be eligible for admission as a full member of the Society in good standing. A cricket club shall be a legal entity and shall include any school, university or similar institution which fields one or more cricket teams. (the "Member Club"); and
 - (ii) Any cricket league in the Province shall, on payment in advance of the membership fee, be eligible for admission as a full member of the Society in good standing. A cricket league shall be a legal entity and shall include any organization that administers a cricket competition which consists of at least 5 member Clubs. (the "Member League")

(Amended as per Court Order dated May 5, 2021 citation 2021BCSC854)

 - (b) Sustaining Members
Any person interested in the game of cricket shall, on payment in advance of the membership fee, be eligible for admission as a sustaining member of the Society in good standing.
 - (c) Honorary Members
Any person who, in the opinion of the Board of Directors, merits honorary membership shall be eligible for admission as an honorary member of the Society in good standing.
3. Every member shall uphold the constitution and comply with these by-laws.



4. The Board of Directors shall have the right to refuse acceptance of any application for membership of whatsoever kind, and shall not be obliged to give any reason for such refusal.
5. All persons who are members of either a **the Member League** or **Member** Club in good standing shall be eligible for election to office. Sustaining Members and Honorary Members shall not be eligible for election to office but shall be eligible for inclusion in any committee of the Society.
6. **A-The Member** League, **the Member** Club, or Sustaining Member shall cease to be a member of the Society:
 - (a) by delivering their resignation in writing to the secretary of the Society, or by mailing or delivering it to the registered address of the Society;
 - (b) on their dissolution, or, in the case of a Sustaining or Honorary Member, on their death;
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 12 consecutive months;
7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The member who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to the vote.
8. (1) All members are in good standing except a member who has failed to pay ~~his~~ **their** current annual membership fee or any other subscription or debt due and ~~owing~~ **to owe** by them to the Society and they are not in good standing so long as the debt remains unpaid.
 - (2) A **The Member** Club which is a member of a League and has not paid the fee which such Club has been assessed by its League for membership in the Society, and whose non-payment notification has been given to or filed with the Secretary by such League, shall be deemed to not be in good standing, notwithstanding that such League may have paid the membership fee of such League. ~~No~~ **The Member** Club or **the Member** League which is not in good standing shall have ~~any~~ **no** voice or vote at any general meeting, nor shall any sustaining member have a voice at any general meeting who is one year in arrears in payment of their membership fee.
9. (1) The annual membership fee for members shall be such amount as may from time to time be fixed by the Board of Directors and shall be payable in advance with the application for membership.
 - (2) The Board of Directors may fix the same or different fees for different classes of membership.



PART 3 – Meetings of Members

10. General meetings of the Society shall be held at a 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 see fit, convene an extraordinary general meeting. An extraordinary general meeting may in addition be convened upon deposit with the Secretary of a written requisition stating the purpose thereof and signed by a member League or **the Member** Club or by three members of the Board of Directors in good standing.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting and in case of special business, the general nature of that business.

(2) Notice shall be given by the Secretary in writing to the members under By-Law 2(b) and (c) herein, and to the respective secretaries of each member League and Club, in the case of an ordinary general meeting not less than twenty-one (21) clear days, and in the case of an extraordinary general meeting not less than fourteen (14) clear days, ~~prior to~~ **before** the date of the meeting in respect of which such notice is given.

(3) The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive ~~notice~~ **notification** does not invalidate proceedings at that meeting.
14. (1) The Annual General Meeting shall be held in the Province of British Columbia on the first Saturday of November ~~in~~ **of** each year.

(2) Each fiscal year of the Society shall end on the 30th day of each September.

(3) Any person who is a member of either a League or Club in good standing shall be eligible for nomination to any applicable election at an Annual General Meeting. For any such nomination to be valid, the applicable nomination shall have the prior approval in writing of the applicable nominee and be received by the Secretary, by mail or courier or by email, and by at least 5pm Pacific Time (PST) on the fifteenth (15th) day before the date of such meeting. Nominations for election, other than the process outlined in this Bylaw 14 (3), shall only be acceptable at an Annual General Meeting if no prior nomination has been received by the Secretary for that applicable election

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; and
 - (b) All business transacted at the Annual General Meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the Auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the Auditor, if required;
 - (vii) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors.
16. (1) No business other than the election of a chairman and the adjournment or termination of the meeting shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is any number of members in good standing entitled to twenty-five (25) votes percent of the eligible membership.
17. If, within half an hour after the time appointed for any general meeting, a quorum is not present, that meeting if convened on the requisition of members, shall be terminated; but in any other case it shall stand adjourned to a day and time, and date to be fixed by those present, such date and time must be 24 hours after the time appointed for the general meeting, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the members present shall constitute a quorum.
18. Subject to By-law 19, the President of the Society, the First Vice-President, or in the absence of both, one of the Directors present shall preside as chairman of a general meeting.
19. If, at a general meeting,
- (a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the President and all other Directors are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 20.(1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the



business left unfinished at the meeting from which the adjournment took place.

- (2) When a meeting is adjourned for 10 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this by-law, it is not unnecessary to give send a notice of an on adjournment or of the business to be transacted at an adjourned general meeting.

- 21. No debate shall be permitted save on a motion regularly moved and seconded.
- 22. In the case of an equality of votes the chairman shall not have a casting or second vote in addition to any vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 23. (1) Any member in good standing referred to in By-Law 2(a) herein is entitled to one vote at a meeting of the members.
(Amended as per Court Order dated May 5, 2021 citation 2021BCSC854)
- (2) (Redacted as per Court Order dated May 5, 2021 citation 2021BCSC854)
- (3) (2) Voting shall be by written ballot
- (4) (3) Voting by proxy shall be allowed provided that the proxy, in a form approved by the Board, is received by the Secretary at least 14 days prior to the date of the meeting.
- 24. Questions of order arising at all meetings of the Society and of the Board of Directors not otherwise provided for in the by-laws shall be decided by the chairman subject to an appeal to the meeting and shall be disposed of according to Robert's Parliamentary Rules of Order.

PART 5 – Directors and Officers

- 25. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed and required to be exercised or done by the Society in general meeting, but subject, nevertheless to:
 - (a) all laws affecting the Society;
 - (b) these by-laws; and
 - (c) rules, not inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 26. (1) The management of the Society shall be vested in the Board of Directors, which shall be made up as follows:
 - (a) The following Directors of the Society shall be elected:
 - (i) President;
 - (ii) First Vice-President;



- (iii) Second Vice-President;
 - (iv) Secretary;
 - (v) Treasurer; and
 - (vi) Three (3) Members at Large, including one (1) Member with responsibility for Junior Cricket Development in the Province of British Columbia.
- (b) The Board of Directors shall also include representation from each League situated, as defined, in the Lower Mainland of the Province of British Columbia where such representation shall be based on the following ratios:
- One (1) representative from each League having inclusively five (5) to twenty-five (25) member teams;
 - Two (2) representatives from each League having inclusively twenty-six (26) to fifty (50) member teams;
 - Three (3) representatives from each League having inclusively fifty-one (51) to seventy-five (75) member teams;
 - A maximum of four (4) representatives from each League having inclusively more than seventy-five (75) member teams.
- (c) The Board of Directors shall also include one (1) representative of the Vancouver Cricket Umpires and Scorers Association.
- (d) The Board of Directors shall also include two (2) persons to represent the Leagues situated, as defined, in the remainder of the Province of British Columbia.
- (2) The members of the Society referred to in clauses (b), (c) and (d) hereof this Bylaw shall send to the Secretary the names of their respective representatives to the Board of Directors.
- (3) In addition to the foregoing, the Society may at any general meeting elect an Honorary Patron, an Honorary President and such Honorary Vice-Presidents who in the opinion of the Society merit such an office. Nominations for these positions, signed by the proposer and the seconder, must be sent to the Secretary at least 30 days prior to the Annual General Meeting and approved by the Board for presentation to the Society.
27. (1) The Directors shall retire from office at an annual general meeting when their successors shall be elected.
- (2) The term of office for a Director, with the exception of a Member at Large, shall be two years subject to the transition provided by this Bylaw.
- (a) At the inaugural meeting of the Society in 2004 the positions of President, Second Vice President and Treasurer shall be filled for a term of two years and the positions of First Vice President and Secretary for a term of one year. Thereafter in 2005 and subsequent odd years the positions of First Vice President and Secretary shall be filled for a term of 2 years.
 - (b) In 2006 and subsequent even years, the positions of President, Second Vice-President and Treasurer shall be filled for a term of two years.



- (c) The term of office for a Member at Large shall be one year.
- (3) Separate elections shall be held for each office.
- (4) An election may be by acclamation; otherwise it shall be by ballot.
- (5) If no successor is elected at the Annual General Meeting the person previously elected or appointed continues to hold office.
28. (1) If a Director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) Any member of the Board of Directors who shall be absent three (3) consecutive meetings of the Board of Directors without good reason (the goodness whereof shall be in the sole discretion of the remaining members of the Board of Directors) shall be deemed to have resigned.
- (3) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
29. The members may by special resolution remove a Director before the expiration of his term of office **of that Director**, and ~~my~~ **may** elect a successor to complete the term of office.
30. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by ~~him~~ **a Director** while engaged in the affairs of the Society.

PART 6 – Proceedings of Directors

31. (1) The Directors may meet together at the places they see fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) Five (5) or more Directors shall constitute a quorum for any meeting of the Board of Directors providing all board members have been notified in writing of such meeting.
- (3) The President shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the First Vice President shall act as a chairman; but if neither is present the Directors present may choose one of their number to be chairman at that meeting.
- (4) A Director may, at any time, and the Secretary, on the request of a Director, shall, convene a meeting other Directors.
- (5) Each member of the Board of Directors shall be entitled to one vote at any meeting of the Board.



- 32.(1) The Directors may delegate any, but not all, of their powers to committees consisting of a Director, or Directors, or other persons as they see fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed upon it by the Directors, and shall report every act and thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
33. A committee shall elect a chairman of its meetings, but if no chairman is elected or if at a meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be the chairman at that meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
36. (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- (2) In case of equality of votes the chairman does not have a second or casting vote.
37. (1) No debate shall be permitted save on a motion regularly moved and seconded.
- (2) The chairman of a meeting may move or propose a resolution.
38. A resolution in writing, signed by all the Directors, and placed within the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – Duties of Officers

39. The President shall:
- (a) preside at all meetings of the Society and of the Directors;
 - (b) shall act as ex-officio member to all committees;
 - (c) promote harmonious development of the aims and objects of the Society; and
 - (d) act as chief executive officer of the Society and supervise the other officers in the execution of their duties.
40. The First Vice President, and in the even of his absence, the Second Vice President shall carry out the duties of the President during his absence.



41. The Secretary shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notice of meetings of the Society and the Directors;
 - (c) keep minutes of all meetings of the Society and the Directors;
 - (d) have custody of all records and documents of the Society except those which are required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
42. The Treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the Directors, members and others when required.
43. In the absence of the Secretary at a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
44. (1) The Board of Directors shall constitute the Finance Committee of the Society.
- (2) All appropriations, and all operating expenses and amounts allotted to committees must first be approved at a meeting of the Board of Directors.
 - (3) All expenditures shall be made by cheque signed by the President, the First Vice President, the Secretary and the Treasurer, or by any two (2) of the said four (4) Directors.

PART 8 – Notices to Members

45. Notice shall be provided to members by:
- (a) mail or other delivery to the registered address of the member; or
 - (b) facsimile to a facsimile number provided by the member; or
 - (c) electronic mail to an electronic mail address provided by the member;
- or
- (d) personally.
46. A Notice sent by mail is deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Post office receptacle.
47. (1) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the Auditor, if Part 10 applies.
- (2) No other person is entitled to receive notice of a general meeting.



PART 9 – Borrowing

48. The Board of Directors shall not borrow or raise or secure the payment of any moneys on behalf of the Society save pursuant to the provisions of the Society Act and with the sanction of special resolution of the members.

PART 10 - Auditor

49. This part applies only where the Society is required or has resolved to have an auditor.
50. At each Annual General Meeting the Society shall appoint an auditor to hold office until ~~he is~~ **they are** re-elected or ~~his~~ **their** successor is elected at the next Annual General Meeting.
51. The Auditor may be removed by ordinary resolution.
52. An auditor shall be promptly informed in writing of appointment or removal.
53. No Director or employee of the Society shall be Auditor.
54. The Auditor may attend general meetings.

PART 11 – By-Laws

55. On being admitted to membership, each member is entitled to and the Society shall give to him, without charge, a copy of the constitution and by-laws of the Society.
56. (1) These By-Laws shall not be altered or added to except by special resolution.
- (2) Notice of every resolution proposing such amendment shall be signed by the proposing members and shall be filed with the Secretary at least thirty (30) days before the date of such meeting.
- (3) A copy of any resolution to amend the by-laws shall be sent by the Secretary to each of the members, together with notice for the meeting at which such amendment is to be proposed.

PART 12 – Seal

57. The Directors may provide a common seal for the Society and destroy a seal and substitute a new seal in its place.
58. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the

resolution, or if no person are prescribed, in the presence of the President and Secretary.
