BRITISH COLUMBIA BILLARDS AND SNOOKER ASSOCIATION

Bylaws

Bylaws of *British Columbia Billiards and Snooker Association* **(BCBSA)**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the British Columbia Billiards and Snooker Association;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

2.1 Application for membership

A person may apply to the Board for membership in the BCBSA, and the person becomes a member on the Board's acceptance of the application.

2.2 Classes of Membership:

The Society shall have the following classes of members:

(a) Ordinary Members;

(b) Founder Members.

2.3 Founder Members:

(a) Under Section 42(3) of the BC Societies Act, the initial Founder Members shall consist of those individuals who signed the incorporation application as founding members of the Society, namely: David Burney, Gordon Wu, and Vinit Dassani.

(b) Additional Founder Members may only be designated by a Special Resolution of the existing Founder Members and the Board.

(c) Founder Members shall hold membership for life, as long as they remain in good standing, subject to these Bylaws, subject to Statutory Removal Rights.

(d) Founder Members shall enjoy the same voting rights as Ordinary Members but hold special voting or veto rights regarding fundamental changes to the Society's purpose in terms of vision and growth of the sport. The use of the special voting rights or veto rights are subject to majority or two-thirds approval of the Founding Directors.

2.4 Admission to Membership:

(a) A person may apply to the Board for membership in the Society as an Ordinary Member, and the Board may approve or reject the application.

(b) Every member must uphold the constitution and comply with these Bylaws.

2.5 Cessation of Membership:

(a) A member may resign by delivering a written resignation to the Society.

(b) A member may be expelled by special resolution of the members or the Board in accordance with the procedures set out in these Bylaws.

(c) Founder Member status is personal and non-transferable.

2.6 Duties of members

Every member must uphold the constitution of the BCBSA and must comply with these Bylaws.

2.7 Amount of membership dues

The amount of the annual membership dues, if any, must be determined by the Board.

2.8 Member not in good standing

a) A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

b) A member is not in good standing if the Association/Board has suspended their membership due to improper conduct or disciplinary action and/or due to the outcome of an investigation.

2.9 Member not in good standing may not vote

A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.10 Termination of membership if member not in good standing

A person's membership in BCBSA is terminated if the person is not in good standing for 12 consecutive months, or if the Association/Board has suspended their membership due to improper conduct or disciplinary action and/or due to outcome the of an investigation.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 Time and place of general meeting

A general meeting must be held at the time and, if applicable, place the board determines. These meetings could also be conducted online.

3.2 Ordinary business at Annual General Meeting

At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the BCBSA presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of Additional Directors/Members at Large;

(e) appointment of an Auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 Notice of special business

A notice of an Annual General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.4 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

3.5 Alternate chair of general meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

3.6 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

3.7 Quorum for general meetings

The quorum for the transaction of business, including the founding members and directors, at a general meeting is 5 members in good standing.

3.8 Lack of quorum at commencement of meeting

If, within 15 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 15 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.9 If quorum ceases to be present

If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

3.10 Adjournments by chair

The chair of a general meeting may, or, if directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.11 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.12 Order of business at general meeting

The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i)receive the directors' report on the financial statements of the BCBSA for the previous financial year, and the auditor's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect or appoint members at large, or any additional directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

3.13 Methods of voting

At an Annual General Meeting or any other General Meetings, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 5 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot. Secret ballot voting will also take place if there are any tied decisions that the board is unable to come to an agreement with.

3.14 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.15 Proxy voting not permitted

Voting by proxy is not permitted, unless otherwise the voting members confirm the proxy voting rights to another member via a written document/email directed to all board members. Mailed in or emailed nominations will be allowed. Voting can be done in-person, or online at any given time for the meetings.

3.16 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

4.1 Number of directors on Board

The BCBSA must, including the Founding Directors, have no fewer than 3, and no more than 7 additional directors.

4.2 Election or appointment of directors

At each Annual General Meeting, the voting members entitled to vote for the election must elect or appoint the Board of Directors/Members at Large.

4.3 Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

The Elected Board, and the Founding Members may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

PART 5 – DIRECTORS' MEETINGS

5.1 Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other Founding Member(s), or 3 Directors/Board Members at Large.

5.2 Notice of directors' meeting

At least 2 weeks notice along with a meeting agenda of a directors' meeting must be given unless 2 Founding Member(s) or 3 Directors/Members at Large agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a Founder Member/Director or Members at Large, does not invalidate proceedings at the meeting.

5.4 Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit, in the presence of at least 2 Founding Member(s).

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is 2 Founding Member(s) and at least 3 Directors or Members at Large.

PART 6 – BOARD POSITIONS

6.1 Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions, and a director, other than the Founding Members, may hold more than one position:

a) Snooker and Billiards Representative
b) Pool Representative
c) Heyball Representative
d) Players' Representative
e) Officials Representative
f) Coaching and Juniors Representative
g) Media Representative
h) Venue/Room Representative

6.2 Directors/Board Members at large

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors or board members at large.

6.3 Role of President/Founding Member(s)

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

6.4 Role of Vice-President/Founding Member(s)

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

6.5 Role of Treasurer/Secretary/Founding Member

The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;
(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the BCBSA in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the BCBSA and making any other filings with the registrar under the Act.

6.6 Absence of Secretary from meeting

In the absence of the secretary from a meeting, the Treasurer must act as the Secretary at the meeting, unless the Board appoints another individual to act as secretary at the meeting.

6.7 Role of Treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the BCBSA's financial transactions;

(c) preparing the BCBSA's financial statements;

(d) making the BCBSA's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

7.1 Remuneration of directors

These Bylaws do not permit the BCBSA to pay to a director remuneration for being a director, but the BCBSA may, subject to the Act, and upon the Board and Founding Members' approval, pay remuneration to a director for services provided by the director to the BCBSA in another capacity.

7.2 Signing authority

A contract or other record to be signed by the BCBSA must be signed on behalf of the BCBSA

a) by the Founding Member(s)/President, together with one other Founding member(s)/Director,
b) if the Founding Member(s)/President is unable to provide a signature, together with one other Founding Member(s)/Secretary/Treasurer,
c) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the BCBSA.

Part 8 – Conduct, Discipline and Appeals

8.1 Every member must:

(a) comply with these Bylaws and the policies, rules and codes of conduct adopted by BCBSA;

(b) conduct themselves in a manner consistent with good sportsmanship, integrity and respect for other members, competitors, officials, volunteers, spectators and representatives of BCBSA;

(c) comply with the rules applicable to any league, tournament, competition or other activity sanctioned or administered by BCBSA; and

(d) refrain from conduct that materially harms BCBSA, its competitions, its members, or the fair and orderly administration of the sport.

8.2 Grounds for Discipline

A member may be subject to disciplinary action for:

(a) a material or repeated breach of these Bylaws or any policy, code of conduct or competition rule adopted by BCBSA;

(b) cheating, match manipulation, deliberately falsifying a result or other conduct affecting the integrity of a competition;

(c) serious or repeated unsportsmanlike conduct;

(d) harassment, threats, intimidation, violence or abusive conduct connected with BCBSA, or its activities;

(e) intentionally damaging or misusing property belonging to BCBSA, a competition venue or another participant;

(f) refusing, without reasonable justification, to comply with a valid decision or sanction imposed under these Bylaws; or

(g) other serious misconduct that materially damages the interests, reputation or effective operation of BCBSA.

8.3 Complaints

A complaint concerning the conduct of a member must be submitted to the Board, or to a person designated by the Board, and should identify:

(a) the member whose conduct is in question;

(b) the conduct complained of;

(c) the date and circumstances of the alleged conduct; and

(d) any available supporting information.

BCBSA may decline to proceed with a complaint that is frivolous, vexatious, made in bad faith, outside BCBSA's jurisdiction or unsupported by sufficient particulars to reasonably investigate.

8.4 Discipline Committee

Where a complaint warrants formal consideration, BCBSA may appoint a Discipline Committee consisting of at least three impartial persons.

8.5 Conflict of Interest

A person must not participate in deciding a disciplinary matter if that person:

(a) made the complaint;

(b) is directly involved in the circumstances giving rise to the complaint;

(c) has a material personal interest in the outcome; or

(d) cannot reasonably act impartially.

8.6 Notice and Opportunity to Respond

Before disciplinary action or expulsion is imposed, BCBSA will provide the member with:

(a) written notice of the proposed disciplinary action or expulsion;

(b) the reasons for the proposed action;

(c) sufficient information about the allegations to permit the member to meaningfully respond; and

(d) a reasonable opportunity to make written or oral representations concerning the allegations and proposed disciplinary action.

This tracks the minimum procedural requirements imposed by s.70(3) of the British Columbia Societies Act.

8.7 Interim Measures

Where BCBSA reasonably considers immediate action necessary to protect participants, preserve the integrity of a competition or prevent serious disruption to the Society's activities, it may impose an interim restriction pending determination of the complaint.

An interim restriction is precautionary and is not a finding of misconduct. The matter must proceed to determination as promptly as reasonably practicable.

8.8 Disciplinary Decision

After considering the complaint, available evidence and the member's representations, the Discipline Committee may:

(a) dismiss the complaint;

(b) issue a warning or reprimand;

(c) require specified corrective action;

(d) restrict or suspend specified membership privileges;

(e) suspend participation in leagues, tournaments, competitions or other BCBSA activities for a specified period;

(f) disqualify a member from a competition or impose a competition-related sanction where permitted by the applicable competition rules;

(g) suspend the member's membership for a specified period;
(h) recommend expulsion from BCBSA; or
(i) impose another reasonable and proportionate sanction authorized by these Bylaws or policies of BCBSA.

8.9 Factors in Determining Sanction

In determining an appropriate sanction, consideration may be given to:

(a) the seriousness and severity of the conduct;
(b) whether the conduct was intentional or repeated;
(c) harm caused to another person, BCBSA, or the integrity of a competition;
(d) previous disciplinary findings involving the member;
(e) acknowledgement of responsibility and corrective action taken;
(f) relevant aggravating or mitigating circumstances; and
(g) consistency with sanctions imposed in reasonably comparable circumstances.

8.10 Written Decision

A disciplinary decision will be communicated to the member in writing and would identify:

(a) whether the allegations were substantiated;
(b) the sanction, if any;
(c) the effective date and duration of the sanction; and
(d) any right of appeal under these Bylaws.

8.11 Expulsion

A member may be expelled only in accordance with these Bylaws and the British Columbia Societies Act.

Section 70 expressly permits bylaws to provide for discipline and expulsion, and absent a different bylaw procedure, the Act permits discipline or expulsion by special resolution.

8.12 Appeals

A member subject to a disciplinary sanction may appeal the decision by delivering written notice of appeal to the Board within 14 days after receiving the written decision.

An appeal must identify the grounds relied upon, which may include:

(a) a material procedural error;
(b) a material error in applying these Bylaws or an applicable policy or competition rule;
(c) significant relevant information that was not reasonably available when the original decision was made; or

(d) a sanction that is clearly disproportionate to the misconduct found.

An appeal is not a new hearing solely because the member disagrees with the original decision.

8.13 Appeal Panel

The Board will appoint an Appeal Panel consisting of at least three impartial persons, none of whom participated in the original disciplinary decision.

After reviewing the matter and providing the affected member a reasonable opportunity to make representations, the Appeal Panel may:

(a) confirm the decision;
(b) vary the sanction;
(c) overturn the decision; or
(d) return the matter for reconsideration by a differently constituted Discipline Committee.

The decision of the Appeal Panel is final within BCBSA.

8.14 Founding Members and Directors

These disciplinary provisions apply equally to all members, including Founding Members.

Discipline imposed on a person who is also a Founding Member, a director or member at large, does not, by itself, remove that person from office from their position. Removal from office as a position holder must occur in accordance with the British Columbia Societies Act and these Bylaws.

8.15 Relationship to Policies

The Board may adopt policies and procedures concerning conduct, complaints, investigations, discipline and appeals, provided that those policies and procedures are consistent with these Bylaws and the Act.

The Board may establish codes of conduct and schedules of competition-related sanctions without amending these Bylaws, provided that no policy may remove or materially restrict a procedural right provided by these Bylaws or the Act.

8.16 Confidentiality

Complaints, investigations and disciplinary proceedings should be kept confidential to the extent reasonably practicable, except where disclosure is necessary to:

(a) investigate or decide the matter;

(b) administer or enforce a sanction;
(c) protect participants;
(d) comply with law; or
(e) communicate a disciplinary outcome where the Board reasonably determines that disclosure is necessary for the administration of the Society or its competitions.

8.17 Grounds for discipline

(a) breach of bylaws or policies;
(b) misconduct or unsportsmanlike conduct;
(c) conduct detrimental to BCBSA;
(d) harassment, threats or abusive behaviour;
(e) cheating or match manipulation;
(f) failure to comply with tournament/league rules;
(g) failure to comply with a disciplinary decision.

8.18 Sanctions

As a part of Governance over the BCBSA events, Board and members (including Founding Members), before discipline or expulsion, as per s.70(3) of the BC Society Act, BCBSA will provide the member with a written notice of the proposed action and the reasons, plus a reasonable opportunity to make representations within a specified deadline. BCBSA reserves the rights to an immediate temporary suspension over matters of sexual misconduct and verbal abuse, especially towards juniors.

The following sanctions may be placed on the players, in no particular order:

(a) written warning;
(b) reprimand;
(c) loss of privileges;
(d) suspension;
(e) tournament/league disqualification;
(f) removal from appointed positions, where legally permitted;
(g) expulsion from membership.

8.19 Conflict of Interest

Anyone directly involved in the complaint will not be involved in adjudication of the said complaint.