



# TWILIGHTER RUGBY CLUB

est. 1975

3760 Sperling Avenue  
Burnaby, BC V5B 4X5

[Twilighterrugby.com](http://Twilighterrugby.com)

## 2018 EDITION

### CONSTITUTION OF THE TWILIGHTER RUGBY CLUB

1. The name of the Society is Twilighter Rugby Club.
2. The purposes of the Society are:
  - a. to promote the spirit of friendship between individuals in geographic regions primarily through participation in the sport of rugby;
  - b. to foster the ideal of athletic brotherhood and community spirit through participation in the sport of rugby and such other activities as may foster goodwill, brotherhood, and service;
  - c. to awaken and maintain interest in athletic endeavours in general and the sport of rugby in particular;
  - d. to sponsor, operate, promote, or otherwise engage in the conduct of games, tournaments, and displays involving the sport of rugby and such other community events as may further the interests of the public in general;
  - e. to engage in such charitable purposes as may be deemed in the interests of the community, and for such purpose to raise funds by the sponsorship and (or) operation of appropriate endeavours;
  - f. to aid or promote any worldly enterprise or activity to which the club may see fit to promote.

# BYLAWS OF THE TWILIGHTER RUGBY CLUB

## PART 1 – INTERPRETATION

1. In these bylaws, unless the context otherwise requires,
  - a. “The Club” or “the Society” means the Twilighter Rugby Club;
  - b. “Directors” means members of the Club’s Board of Directors.
  - c. “Officers” of the Club means the directors who hold the offices of president, vice president, secretary, treasurer, and any other office deemed necessary by the directors.
  - d. “Society Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - e. “Registered Address” of a member means his address as recorded in the register of members.
2. The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
3. 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 – MEMBERSHIP

1. The members of the Society are applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
3. Every member shall uphold the constitution and comply with these bylaws.
4. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.
5. A person shall cease to be a member of the Society,
  - a. by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society or by sending an email to the Society’s email address or,
  - b. on his death or in the case of a corporation on dissolution, or
  - c. on being expelled, or
  - d. on having been a member not in good standing for 12 consecutive months.
  - e. A member may be expelled by a special resolution of the Board of Directors which will need to be approved by a majority of Board members at a Board meeting.
    - i. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
    - ii. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting of the Board before the special resolution is put to a vote.
6. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
7. Membership in the club shall be of four kinds:

- a. Player;
    - i. Player membership shall be open to individuals who are or have actively played with the club, team or whosoever the directors grant, and are thirty eight (38) years of age or older during the current calendar year.
    - ii. Player members and lifetime members shall have the right of one (1) vote at all general meetings.
  - b. Social;
    - i. Social membership shall be open to all individuals who are willing to uphold the constitution and comply with these bylaws.
    - ii. Social members have the right to attend all general meetings and shall have the right of one (1) vote at all general meetings.
  - c. Associate;
    - i. Associate membership shall be open to all interested parties or organizations who are willing to participate with the club, have the right to attend all general meetings but shall have no vote.
  - d. Lifetime;
    - i. Lifetime membership shall be open to individuals who prepay a set amount as defined by the executive and in return will not be required to pay additional membership fees.
8. Members not in good standing shall have no right to vote.
9. Social and/or associate members can be directors and while as director, have the same voting privileges as a player membership.

### PART 3 – MEETINGS OF MEMBERS

1. General meetings of Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, whenever they think fit, convene an extraordinary general meeting upon the request of 10% or more of the voting members.
4. Notice of a General Meetings
  - a. Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
  - b. Notice of a general meeting shall be sent out at least fourteen (14) days prior to the date of the meeting and not more that thirty (30) days prior to the meeting.
  - c. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the member entitled to receive notice does not invalidate proceedings at that meeting.
5. The first annual general meeting of the Society shall be held not more that 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more that 15 months after the holding of the last preceding annual general meeting.

### PART 4 – PROCEEDINGS AT GENERAL MEETINGS

1. Special business is,

- a. All business at an extraordinary general meeting except the adoption of rules of order, and all business that is transacted at an annual general meeting, except,
- b. The adoption of rules or order,
- c. The consideration of the financial statements,
- d. The report of the directors,
- e. The report of the auditor, if any,
- f. The election of directors,
- g. The appointment of the auditor, if required, and
- h. Such other business as, under these bylaws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

2. Quorum

- a. 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.
- b. A quorum shall be at least ten (10) percent or more of the voting members and at least five (5) directors, and must be maintained throughout the meeting.
- c. If at any time during a general meeting these 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. 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 constitute a quorum.

4. Subject to By-Law 3.5, the president of the society, the vice-president, or in absence of both, one of the other directors' present shall preside as chairman of a general meeting.

5. If at a general meeting,

- a. There is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- b. The president and all the other directors present are unwilling to act as chairman, the members shall choose one of their number to be chairman.

6. Adjournment

- a. 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.
- b. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned general meeting.

7. Resolutions

- a. A resolution proposed at a meeting must be seconded, and the chairman of the meeting may move or propose a resolution.

- b. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
8. Voting
- a. Voting at general meetings shall be by show of hands.
  - b. Voting by proxy is not permitted.

## PART 5 – DIRECTORS AND OFFICERS

1. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which 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,
  - b. these bylaws, and
  - c. rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.
2. No rule made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
3. The President, Vice-President, past President, Secretary, Treasurer, and 4 other Directors elected at large shall be officers of the Society.
  - a. The number of directors shall be 9 or such greater number as may be determined from time to time at a general meeting.
4. The directors shall retire from office at each annual general meeting when their successors shall be elected.
5. The office of past president shall not be elected, but shall be filled automatically the director who in preceding term held the office of president and who did not stand for re-election.
6. An election may be acclamation, otherwise it shall be by secret ballot.
7. Vacancy
  - a. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - b. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
8. Resignation
  - a. 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.
  - b. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
9. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
10. 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 while engaged in the affairs of the Society, only if prior approval is received from the board of directors.

## PART 6 – PROCEEDINGS OF DIRECTORS

1. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. A quorum at a directors meeting shall be five (5).
3. Notice of a directors meeting shall be posted seven (7) days or more prior to the date of the meeting.
4. The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their members to be chairman at that meeting.
5. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
6. Committees
  - a. The directors may delegate any, but not all, of their powers to committees consisting of such director or directors and/or member or members as they think fit.
  - b. A committee so formed in the exercise of the powers delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
  - c. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their members to be chairman of the meeting.
  - d. The members of a committee may meet and adjourn as they think proper.
7. Questions arising at any meeting of the directors, or committee shall be decided by a majority of votes.
8. In case of an equality of votes the chairman does not have a second or casting vote.
9. Every resolution proposed at a meeting of directors or committee need be seconded and the chairman of a meeting may move or propose a resolution.
10. A resolution in writing, signed by all the directors and placed with the minute so the directors is as valid and effective as if regularly passed at a meeting of directors.
11. Absence without notification from three (3) consecutive meetings may result in a director being replaced.

## PART 7 – DUTIES OF OFFICERS

1. The president shall preside at all meetings of the Society and of the directors.
2. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
3. The vice-president shall carry out the duties of the president during his absence.
4. The president shall appoint from the directors elected at large, the membership secretary, the union delegate, the social convener, and the coaching and fixture co-ordinator.
5. The secretary shall
  - a. conduct the correspondence of the Society,
  - b. issue notices of meetings of the Society and directors,

- c. keep minute of all meetings of the Society and directors,
  - d. have custody of all records and documents of the Society except those required to be kept by the treasurer,
  - e. maintain the register of members.
6. The treasurer shall
  - a. keep such financial records, including books of account, as are necessary to comply with the Society Act, and
  - b. render financial statements to the directors, members, and others when required.
7. The membership secretary shall
  - a. encourage new members to join the society,
  - b. be responsible for the collection of membership fees.
8. The union delegate shall
  - a. liaison with the Pacific Northwest Over 40s union,
  - b. attend the Pacific Northwest Over 40s union meetings, and other rugby clubs and unions,
9. The social convener shall,
  - a. arrange and organize social events,
  - b. be responsible for liaison with designated rugby organizations, including tours.
10. Coaching and fixtures co-ordinator,
  - a. arrange schedule for all fixtures,
  - b. be responsible for proper playing fields for home games, and other playing requirements,
  - c. responsible for having qualified coaching for the club.

## PART – SEAL

1. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

## PART 9 – BORROWINGS

1. The Society shall not borrow funds from any party.

## PART 10 – AUDITOR

1. This part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be informed forthwith in writing of appointment or removal.
6. No director of the Society shall be auditor.
7. The auditor may attend general meetings.

## PART 11 – NOTICES TO MEMBERS

1. A notice may be given to a member, either personally or by mail to him at his registered address, or by email to his registered personal email address.
2. A notice sent by mail shall be 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 that the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting shall be given to, every member shown on the register of members on the day notice is given, and the auditor.
4. No other person is entitled to receive a notice of general meeting.

## PART 12 – BYLAWS

1. On being admitted to membership, each membership is entitled to and the Society shall give him, without charge, a copy of the constitution and bylaws of the Society.
2. These bylaws shall not be altered or added to except by special resolution.