

DUPLICATE

NUMBER: S-31869



SOCIETY ACT

CANADA
PROVINCE OF BRITISH COLUMBIA

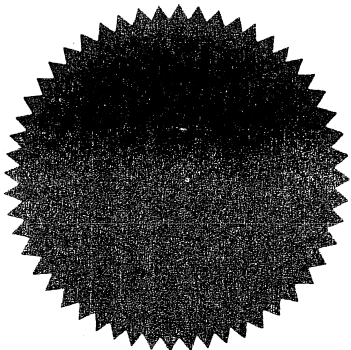
CERTIFICATE OF INCORPORATION

I Hereby Certify that

VANCOUVER GAY VOLLEYBALL ASSOCIATION (V.G.V.A.)

has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia
on April 20, 1994*



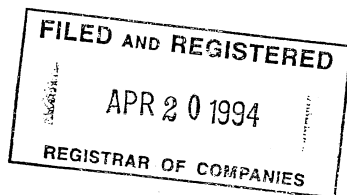
JOHN S. POWELL
Registrar of Companies

FORM 3

Society Act

CONSTITUTION

1. The name of the society is "VANCOUVER GAY VOLLEYBALL ASSOCIATION (V.G.V.A.)" ✓
2. The purposes of the society are:
 - a. to provide the membership with a league (or leagues) for the playing of volleyball. Each year an executive will be appointed or elected for the purpose of coordinating leagues, facilities, finances and special events as well as regular business in order to represent and facilitate the needs of the membership;
 - b. to endeavour to provide a positive environment in which all members may participate in social and recreational activities. (Members being those persons with a gay-positive attitude). The philosophy of the Society is one of inclusion, participation and personal bests. The Society will provide due consideration to any person who wishes to join irrespective of their ability to pay fees.
3. The affairs of the society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its purpose.
4. In the event of the winding up or dissolution of the society, all the funds and assets of the society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the society, including the remuneration (if any) of a liquidator, and after payment to employees of the society of any arrears of salaries or wages, and after the payment of any debts of the society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the *Income Tax Act* that shall be designated by the members of the society at the time of the winding up or dissolution of the society, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the *Income Tax Act* which have purposes similar to those of the Society.
5. Paragraphs 3, 4 and 5, herein shall be unalterable pursuant to the *Society Act*. ✓



BYLAWS OF VANCOUVER GAY VOLLEYBALL ASSOCIATION (V.G.V.A)

PART 1 - INTERPRETATION

1. a. In these bylaws, unless the context otherwise requires,
 - i. “Society” means the members and executive who together constitute the Vancouver Gay Volleyball Association;
 - ii. “Society Act” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - iii. “registered address” of a member means his address as recorded in the register of members;
 - iv. “Executive” means the directors of the society for the time being;
 - v. “Fiscal Year” shall be interpreted as being from June 1 to May 31, and shall define both the term of the executive and the financial year.
 - vi. “Membership year” shall pertain to the period starting October 1 to September 30.
- b. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws;
2. Words importing the singular include the plural and vice versa; and the words importing a male person include a female person.

PART 2 - MEMBERSHIP

3. The members of the Society are the 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.
4. Membership is on a yearly basis and is recognized as a separate dollar fee payable to the Society.
 - (i). An individual may be a member of the society without joining a league or actively participating in the playing of volleyball during an organized league.
 - (ii). Notwithstanding the above, an individual may, from time to time, be granted a “Life Membership” in the Society.

5. “Life Membership” is a designation which may be granted an individual by the Executive to recognize the contribution of such said individual to the Association. The designation is recognized by the Society by waiving the yearly designated Society fee. (This does not waive the payment of fees related to the participating in league play.)
6. Every member shall uphold the constitution and comply with all bylaws.
7. The amount of the membership fee shall be determined by the Executive.
8. A person shall cease to be a member:
 - a. Upon the conclusion of the membership year; or
 - b. Upon being expelled.
9.
 - a. A member may be expelled by a resolution of the Executive and passed by a majority vote of the executive.
 - b. The notice of the resolution shall be accompanied by a brief statement of the reason for the proposed expulsion.
 - c. The person who is the subject of the proposed resolution shall be given an opportunity to be heard at the meeting of the Executive before the resolution is put to a vote.
10. All members are in good standing except a person who failed to pay the current annual membership fee or any other debt due and owing by them to the Society. That person shall be deemed to be not in good standing so long as the debt remains unpaid.

PART 3 - EXECUTIVE

11.
 - a. The Executive may exercise all the powers and perform all the acts which are not by these bylaws or by statute prohibited.
 - b. 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.
12.
 - a. The Executive shall be composed of the Chair, Vice Chair, Secretary, Treasurer, Divisional Directors and one or more Members-at-Large. The position of Treasurer shall be made by appointment by the incoming Executive.

- b. The number of directors comprising the Executive shall be five, or greater number determined from time to time at a general meeting.
- 13.
 - a. The Chair shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.
 - b. The Chair is the Chief Executive officer of the Society.
- 14. The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.
- 15. The Secretary shall:
 - a. Conduct the correspondence of the society;
 - b. Issue Notice of Meetings of the Society and Directors;
 - c. Keep minutes 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; and
 - e. Maintain the register of members.
- 16. The Treasurer shall:
 - a. Keep such financial records, including books or account, as are necessary to comply with the *Society Act*; and
 - b. Render financial statements to the Directors, members and others when required.
- 17. Each member of the Executive shall hold office for the fiscal year of the society unless removed from the Executive by a 75% majority of all directors.
 - a. The Notice of the Directors Resolution for removal of a Director shall be accompanied by a statement of the reasons for the removal.
 - b. The Director who is the subject of the proposed Director's Resolution for removal shall be given an opportunity to be heard at the Director's Meeting prior to a vote being taken on the removal Resolution.
- 18. Elections for the Executive shall occur at the Annual General Meeting unless another date is determined by the Executive. This date shall be on or before the Annual General Meeting of the Society - prior to the conclusion of the term of the Executive.

19.
 - a. The Executive may at any time, and from time to time, appoint a member to fill a vacancy in the Executive.
 - 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.
20. No act or proceeding of the Executive is invalid only by reason of there being less than the prescribed number of Directors in office.
21. No Directors shall be remunerated for acting as a Directors, but shall be reimbursed for all expenses and reasonable incurred in the affairs of the Society.
22. Only an Officer or Officers of the Society, so determined by previous resolution as having signing authority, shall have the right to legally bind the Society and then only under a resolution, directing them to do so, passed by the Executive.

PART 4 - ELECTIONS

23. Notice of election of the new Executive shall be made to the membership through announcements on League nights four weeks prior to the date determined by the Executive OR by posting the date and time of the election on the League's website OR through a combination of both.
24. Any member in good standing is eligible to put forward their name for any position on the Executive to the Elections Committee, but shall do so only for one position on the Executive. The incoming Executive may appoint a member in good standing to any position not filled during the election process, which may include current members of the Executive.
25. The Executive shall form a committee of general members overseen by the chair to act as the "Elections Committee" in order to:
 - a. Collect the names of those members including those members currently on the Executive, who wish to be considered for office.
 - b. Coordinate the election night which allows for each candidate to address the membership.
 - c. Oversee the ballot process for the election of the Executive.
 - d. Maintain the security and privacy of the balloting process and the ballot box.

- e. Count the ballots on-site of the election process unless otherwise prohibited by external constraints, in which case the ballot box is to be moved unopened to a predetermined location for the counting of the ballots.
 - f. The Chair, or any person designated by the Chair, shall not participate in the “Election Committee” duties once elections start, unless he is not contesting any position on the Executive of his election had been proclaimed by acclamation.
 - g. Results of the election are to be announced on election night and posted on the VGVA website, once all ballots are counted and a final decision has been reached by the Elections Committee.
 - h. Names may be put forward for the position of Treasurer but the appointment of this position shall be made by the incoming Executive. (See paragraph 12)
26. An election may be by acclamation, otherwise, it shall be by ballot.

PART 5 - MEETING OF DIRECTORS

27. The Executive will meet together to dispatch business as they see fit.
28. Unless otherwise fixed, quorum shall be a majority of the Executive then in office.
29. The Executive may delegate any, but not all, of their powers to committees as they think fit.
30. a. Issues arising at the meeting of the Executive, shall be decided by a majority of votes.
- b. In case of an equality of votes, the Chair does not have a second or casting vote.
31. No resolution proposed at a meeting of the Executive need be seconded and the Chair may more or propose a resolution.
32. A resolution in writing, signed by all of the Executive and placed within the Minutes, is as valid and effective as if regularly passed as a meeting of the Executive.

PART 6 - MEETINGS OF MEMBERS

33. a. General Meetings shall be held at the same time and place, in accordance with the *Society Act*, that the Directors decide.

- b. Every General Meeting, other than an Annual General Meeting, is an extraordinary Meeting.
34. The directors may, when they think fit, convene an extraordinary general meeting.
35. a. Notice of a General Meeting shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of that business.
- b. 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 does not invalidate the proceedings of that meeting.
36. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
37. a. A member in good standing present at the meeting is entitled to one vote.
- b. Voting by show of hands, or by secret ballot, if so requested or if so dictated by the Chair.
- c. Voting by proxy is not permitted.
38. a. No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
- b. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which the Chairperson may be entitled as a member and the proposed resolution shall not pass.
39. a. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at the time when a quorum is not present.
- b. Quorum is 50 members present or a greater number that the members may determine at a general meeting.
40. At all Annual General Meetings of the Society, the following items of business shall be attended to:
- a. Meeting shall be called to order.

- b. Treasurer's financial statement and report.
 - c. Chairs' reports, if any.
 - d. Other reports.
 - e. Elections of Executive.
 - f. General business and operations of the Society.
41. If within 45 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of individual members, shall be terminated; but in any other case, it shall stand adjourned to a time and location determined by the members in good standing present in the following week, and if at that meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the individual members present constitute a quorum.
42. If at a General Meeting:
- a. There is no Chair, Vice Chair or other Director present within 15 minutes after the time appointed for holding the Meeting; or
 - b. The Chair and all other Directors present are unwilling to act as Chair, then the individual members present shall choose one of their own to be Chair.
43. 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 an adjournment general meeting.

PART 7 - MANAGEMENT OF FUNDS

44. a. The funds of the society not required for immediate use may be put on deposit in a bank or may be invested in such manner as the Executive may from time to time determine.

- b. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the society shall be signed by such Officer of Officers of the Society and in such manner as shall from time to time be determined by resolution of the Executive.
- c. The Executive shall cause true accounts to be kept of:
 - i. All sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - ii. Assets and liabilities ; and
 - iii. All other transactions effecting the financial position of the society.
- d. The Executive shall lay before the members of the Society at each Annual General Meetings financial statement showing income and expenditures during the preceding fiscal year.
- e. The fiscal year shall terminate on the 31st day of May.

PART 8 - BORROWING

- 45. In order to carry out the purpose of the Society the directors may, on behalf of the in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting the foregoing, by the issue of debenture.
- 46. No debenture shall be issued without the sanction of a special resolution.
- 47. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.

PART 9 - AUDITOR

- 48. This part applies only where the Society is required or has resolved to have an auditor.
- 49. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 50. At each Annual General Meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

51. An auditor may be removed by ordinary resolution.
52. An auditor shall be promptly informed in writing of appointment or removal.
53. No director and no employee of the Society shall be the auditor.
54. The auditor may attend general meetings.

PART 10 - NOTICE TO MEMBERS

55. A notice may be given to a member, either personally or by mail to the member's registered address.
56. 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 the notice was properly addressed and put in a Canadian post office receptacle.
57.
 - a. Notice of a general meeting shall be given to
 - i. Every member shown on the register of members on the day notice is given; and
 - ii. The auditor, if Part 9 applies.
 - b. No other person or organization is entitled to receive a notice of a general meeting.

PART 11 - BYLAWS

58. On being admitted to membership, each member is entitled to and the Society shall give them without charge, a copy of the Constitution and Bylaws of the Society.

59. These Bylaws shall not be altered or added to except by Special Resolution. ✓

Witness(es)

Jan Maywood Farmer
Signature
Jan Maywood Farmer
Name
536 E 11th Ave
Address
Vancouver B.C.

Jan Maywood Farmer
Signature
Jan Maywood Farmer
Name
536 East 11th Ave
Address
Vancouver B.C.

Jan Maywood Farmer
Signature
Jan Maywood Farmer
Name
536 East 11th Ave
Address
Vancouver B.C.

Jan Maywood Farmer
Signature
Jan Maywood Farmer
Name
536 East 11th Ave
Address
Vancouver B.C.

Wendy Dawydik
Signature
Wendy Dawydik
Name
300-307 W. Broadway
Address
Vancouver, BC V5Y 1R9

Applicants for Incorporation

Robert Capar
Signature
ROBERT CAPAR
536 East 11th Avenue
Vancouver, B.C. V5T 2C9

Sergio Colussi
Signature
SERGIO COLUSSI
2007 - 1150 Jervis Street
Vancouver, B.C. V6E 2C8

Michael Burns
Signature
MICHAEL BURNS
E1 - 1100 West 6th Avenue
Vancouver, B.C. V6H 1A4

Derrick Courtney
Signature
DERRICK COURTNEY
505 - 1010 Burnaby Street
Vancouver, B.C. V6E 4L8

Randy Atkinson
Signature
RANDY ATKINSON
602 - 2061 Beach Avenue
Vancouver, B.C. V6G 1Z3