



Certificate of Incorporation No. S-27762

SOCIETY ACT

COPY OF RESOLUTION

I CERTIFY THIS IS A COPY OF A DOCUMENT FILED ON

NOV 09 2012

The following is a copy of

- checkboxes for special resolution, ordinary resolution, directors' resolution

Signature of Carol Prest, Registrar of Companies, Province of British Columbia

In accordance with the by-laws of the Society on the 3rd day of July, 2012

"RESOLVED

that the name of the Society be changed from Wellington Pleasant Valley Lantzville Softball Association to Nanaimo Breakers Fast Pitch Softball Association...

Dated this 15th day of August, 2012

Wellington Pleasant Valley Lantzville Softball Association

by [Signature] Solicitor

* Strike out words which do not apply.

- Notes regarding special resolution and mailing/location addresses.

Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act...

SOCIETY ACT

WELLINGTON, PLEASANT VALLEY, LANTZVILLE SOFTBALL ASSOCIATION

CONSTITUTION

1. The name of the Society is Wellington, Pleasant Valley, Lantzville Softball Association.
2. The purposes of the Society are:
 - (a) To encourage and foster recreational athletics with particular reference to softball;
 - (b) To promote good sportsmanship through the medium of organized athletic recreation with particular reference to softball;
 - (c) To organize teams for the playing of softball among minor boys and girls as designated by the Softball B.C. Organization;
 - (d) To organize a league of softball teams for the minor boys and girls.
3. No part of any income of the Society shall be payable or otherwise available for the personal benefit of the directors and/or members thereof.
4. Upon wind-up or dissolution of the Society, the assets remaining after payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization(s) in Canada, registered under the

provisions of the Income Tax Act, which shall be designated by the Board of Directors.

5. The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their position as directors but may be paid expenses incurred by them in the performance of their duties.
6. The Society shall be carried on without purposes of gain for its member(s), and any profits or other accretions to the Society shall be used for promoting its purposes.
7. Clauses 3, 4, 5, 6, and 7 are unalterable.

**BY LAWS OF
WELLINGTON, PLEASANT VALLEY, LANTZVILLE SOFTBALL ASSOCIATION**

Part 1 – Interpretation

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 the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his 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 corporation.

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 by laws and, in either case, have not ceased to be members.
4. Every parent and guardian who signs a player's registration form is a member and shall cease to be a member on June 30th of the following year unless that parent or guardian signs a player's registration form for that year.
5. Every director of the Society is a member.
6. Every member shall uphold the constitution and comply with these by laws.
7. 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;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except a member who has failed to pay any 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.

Part 3 – Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

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

12. The directors may, when they think fit, convene an extraordinary general meeting.

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) The accidental omission to communicate notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the society shall be held not more than fifteen (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 fifteen months after the holding of the preceding annual general meeting.

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 an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the election of directors;
 - (v) the appointment of the auditor, if required; and

- (vi) 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 issued with the notice convening the meeting.
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 20 members entitled to vote.
17. 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.
18. Subject to by law 19, the president of the society, the vice-president, or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
19. If at a general meeting:
- (a) there is no 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 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 15 days or more, 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 necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

- (2) 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.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
23. A corporate member may vote by its appointed representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

24. (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 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 being inconsistent with these by laws, which are made from time to time by the society in general meeting.
- (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.
25. (1) The president, vice-president, secretary, treasurer, past president, Boy's Representative, Girl's Representative – Pee-Wee & Up, Girl's Representative – Mite & Squirt, Learn to Play & Mini mites Representative, Equipment Manager, Director of Schedules & Fields, Registrar, Umpire-in-Chief, Director of Training & Development, Director of Competitive Teams, ~~two Nanaimo & District Softball Representatives~~, Director of Photos, Director of Sponsorships and one or more other persons shall be the directors of the society.
- (2) The number of directors shall be 20 or a number determined from time to time at a general meeting.
26. (1) The directors, other than the past president, must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections shall be held for each office to be filled, other than the past president.
- (3) An election may be by acclamation, otherwise it shall be by ballot.

- (4) If no successor is elected the person previously elected or appointed continues to hold office.
 - (5) The past president is the person, other than the existing president, who was most recently elected by the members of the society or appointed by the directors under bylaw 27 to the office of president.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) 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.
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) 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, and 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 while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be a chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed to hold the meeting, the vice-president shall act as 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 of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.
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 30 minutes after the time appointed for holding the meeting, the committee members present shall choose one of their number to be chairman of the 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. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of directors shall be sent to the director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37. (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 an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or a committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

40. (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 past president shall assist the president in his or her duties.
41. The secretary shall
- (a) conduct the correspondence of the society;
 - (b) issue notices 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;
 - (e) have custody of the common seal of the society;
 - (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.
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- (1) The Boy's Representative shall promote and direct the game of softball in the Mite divisions and up for boys except competitive teams and shall oversee playoffs and tournaments in these divisions.
 - (2) The Girl's Representative – Pee wee & Up shall promote and direct the game of softball in the Pee wee, Bantam and Midget divisions for girls except competitive teams and shall oversee playoffs and tournaments in these divisions.
 - (3) The Girl's Representative – Mite & Squirt shall promote and direct the game of softball in the Mite and Squirt divisions for girls except competitive teams and shall oversee playoffs and tournaments in these divisions.
 - (4) The Learn to Play & ~~Mini-mites~~ Representative shall promote and direct the game of softball in the Learn to Play ~~1~~ and ~~Mini-mite~~ divisions and shall oversee playoffs and tournaments in these divisions.
 - (5) The Equipment Manager shall organize equipment for the Society's teams.

- (6) The Director of Schedules & Fields shall schedule practices and games for the Society's teams and be responsible for communicating with the City of Nanaimo, the local school district and others from whom the Society may rent fields regarding maintenance and development of softball fields.
 - (7) The Registrar shall organize the registration of players in all divisions.
 - (8) The Umpire-in-Chief shall promote and direct the training and provision of umpires for all levels of softball and promote, direct and supervise the game of softball.
 - (9) The Director of Training & Development shall organize training for the Society's players and coaches.
 - (10) The Director of Competitive Teams shall promote and direct the game of softball in the Squirt, Peewee, Bantam and Midget divisions for teams competing other than at the house level and shall oversee playoffs and tournaments for these teams.
 - ~~(11) The Nanaimo & District Softball Representatives shall represent the Society at the Nanaimo & District Minor Fastball Association (or its successor organization) meetings;~~
 - (12) The Director of Photos shall organize photos for the Society's teams and players.
 - (13) The Director of Sponsorships shall organize sponsors for the Society and its teams.
44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to by law 25(2).
- (3) A person may hold more than one office at the same time.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. 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 persons are prescribed, in the presence of the president and secretary.

Part 9 – Borrowing

48. In order to carry out the purposes of the society the directors may, on behalf of and 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 debentures.

49. No debenture shall be issued without the sanction of a special resolution.

50. 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 10 – Auditor

51. This Part applies only where the society is required or has resolved to have an auditor.

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.

53. 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.

54. An auditor may be removed by ordinary resolution.

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

56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.

Part 11 – Notices to Members

58. A notice may be given to a member, either personally or by mail to him at his registered address.

59. 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.

60. (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 a notice of general meeting.

Part 12 – By Laws

61. On being admitted to membership, each member is entitled to and the society shall on request give him, without charge, a copy of the constitution and bylaws of the society.
62. These by laws shall not be altered or added to except by special resolution.