



# WOODSTOCK BADMINTON CLUB

## CONSTITUTION

Last Approval Update: 2022-06-30

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### 1.0 Name

The club shall be known as the Woodstock Badminton Club.

### 2.0 Mission Statement

The mission of the Woodstock Badminton Club is to promote, develop and administer the recreational sports of Badminton and Pickleball within the City of Woodstock and the County of Oxford; emphasizing fair play and sportsmanship, while encouraging universal participation, operating within the guidelines of the governing bodies for these sports.

### 3.0 Objectives

The objectives of the club shall be:

- a) To encourage and promote the playing of badminton and pickleball in all aspects, to all ages.
- b) To provide opportunities for social activities for members and friends.

### 4.0 Membership

Membership in the club is open to any resident in the Province of Ontario. The Board shall review the membership fee at the beginning of each new fiscal year and adjust it if they deem it to be necessary. Membership is non-transferable. A member in good standing is any member who has signed a Membership Agreement and Liability Waiver and has paid in full the annual membership fee set by the Board or has been awarded an honorary annual membership.

## **5.0 Voting Rights and Procedures**

- a) Voting at a General Meeting is open to any member whose membership is in good standing, has attained legal voting age in the Province of Ontario, and is present at the General Meeting. Voting by proxy is not allowed.
- b) Quorums for any club board meetings shall be 50% plus 1 of elected board members. (There is no minimum number of non board members that need to be present for the general and special member meetings to proceed.)
- c) At all Board, General or Special Meetings, each member eligible to vote, except the Chairperson, shall have one vote. In the case of a tie, the Chairperson shall have the deciding vote.
- d) Motions: Any person who is eligible to vote at a meeting may make a motion. Another member needs to second any motion. Motions are then debated and voted upon.
- e) Amendments: Any motion may be amended. An amendment must be debated and voted upon before debate resumes on the original motion.
- f) Other: A motion cannot be made while another motion is being debated. A Motion to Table, to defer further debate on the main motion until some future time, requires a seconder and is debatable only as to the length of time that the main motion will remain tabled.
- g) A motion to adjourn a meeting requires a seconder and is not debatable.

## **6.0 Meetings**

### **6.1 Annual General Meeting (AGM)**

- a) The Annual General Meeting of the club shall be held within 120 days after the fiscal year-end, May 31, each year; the exact meeting date to be chosen by the Board.
- b) The Annual General Meeting agenda shall include the following items:
  - Approval of the minutes of the last General Meeting
  - Reports of the Board members concerning the past season's activities and plans for the future.
  - Proposed amendments to the Constitution and/or By-laws.
  - Election of Board of Directors (that includes officers and directors)
- c) Constitutional Amendments require a 2/3 majority vote. Bylaw revisions require a majority vote. Special resolutions require an 80% majority. Proposed amendments to the Constitution and/or Bylaws, must be filed with the Club Secretary at least 21 days prior to the AGM; and to club members 10 days prior to the AGM. Proposed amendments can only be made by members and they must have a mover and seconder.
- d) All motions, exclusive of Constitutional Amendments, presented at the Annual General Meeting shall be passed by a majority vote of members present, and in good standing at that meeting.

### **6.2 Special General Meeting (SGM)**

- a) A Special General Meeting of the club shall be held at the written request of six members in good standing and/or Board members. The date of this Special General Meeting should be agreeable to both the Board and the members requesting the meeting.
- b) The Special General Meeting Agenda shall include only items based on proposed changes to the Constitution or Bylaws, or Dissolution as outlined in Section 10.0.
- c) Constitutional Amendments require a 2/3 majority vote. Bylaws require a majority vote. Proposed amendments to the Constitution and/or Bylaws, must be filed with the Club Secretary at least 21 days prior to the SGM; and to club members 10 days prior to the SGM. Proposed amendments can only be made by members, and they must have a mover and seconder.

### **6.3 Executive and/or Board Meetings**

- a) Executive and/or Board Meetings shall be held at the call of the chair, no less than eight (8) times during a fiscal year.
- b) The agenda for Executive/and or Board Meetings shall include such items as suggested by the Chairperson, or as added to the agenda at each meeting by Executive or Board Members.
- c) All motions shall be presented when quorum is in place and passed by a majority vote of Board members present.

## 7.0 The Board of Directors

- a) The affairs of the Woodstock Badminton Club shall be managed by a Board consisting of 4 Executive members and up to 5 Directors, all elected at the AGM of the Club.

The Executive (also known as the Officers) shall consist of the following:

- President
- Vice President
- Secretary
- Treasurer
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The Directors *may* hold one, or more, of the following positions:

- Membership Director
- Tournament Director
- House Director
- Maintenance Director
- Director-At-Large

The President of the club will also be the chair of the Board of Directors.

- b) Members elected to the Board must have attained the legal voting age, in the Province of Ontario, at the commencement of their term of office.
- c) With the acceptance of a Board position, a member commits to being a fully paid member for the duration of his/her term of office; and the member shall not miss more than three (3) board meetings during his/her term of office.
- d) The Board shall hold office for a period of one year, commencing with the AGM at which he/she is elected until the next AGM.
- e) Any vacancies for an Executive position, occurring in the course of a year, shall be filled by an election at a Special General Meeting.
- f) Any vacancies for a Director position, occurring in the course of a year, shall be filled by appointment by the remaining members of the Board.
- g) The Board shall:
- h) Interpret and enforce the provisions of the Constitution and the Bylaws of the Club.
- i) Conduct the everyday business of the WBC including but not limited to managing the club schedule, set membership fees and prepare an annual budget.
- j) Specific Duties of the Executive and Directors are outlined in the club Bylaws.

## 8.0 Finances

In addition to the powers provided by the general law of the Province of Ontario, the powers which the Board may exercise by majority vote in order to carry out its non-profit objectives are as follows:

- a) The club fiscal year is from June 1 to May 31st of the following year.
- b) To invest surplus funds in any way permitted by law for the investment of funds, upon such terms as the Board deems fit within a Canadian Chartered Financial Institution;
- c) To borrow or raise money from time to time with or without security as the Board deems fit in order to meet the objectives of the Woodstock Badminton Club; with the borrowing power limited to a lifetime limit of 15% of the net assets of the club as determined by the previous month's balance sheet, at the time the decision is made to borrow.
- d) All four members of the Executive will be given signing authority for the club; with any two of the 4 required to co-sign each cheque issued by the club. Co-signers shall not be members of the same family.
- e) Audit/ Review Engagement: At the annual meeting, a resolution will be made to appoint an auditor for the next fiscal year. The auditor must be permitted under the Public Accounting Act, 2004 and be independent of the club. Members may by special resolution at the annual member's meeting, vote to not have an audit or review engagement if the club's revenues of the organization are less than those stated in the provincial ONCA legislation. The special resolution requires an 80% majority vote at the annual or special member's meeting.
- f) Bank: All funds of the club shall be placed in an account at a chartered bank under the name of The Woodstock Badminton Club.

## 9.0 Suspensions and Dismissals

The Board is empowered to dismiss or suspend from the Woodstock Badminton Club, a, coach, volunteer, parent or player of the Woodstock Badminton Club who is deemed not to be fulfilling their duties and responsibilities, or for inappropriate conduct that is deemed against the Woodstock Badminton Club's Policies. A seventy-five percent (75%) vote of the Board must be fulfilled to suspend or dismiss any of the above. This action must take place at a special board meeting called by any 3 members of the board.

## 10.0 Dissolution

A Special General Meeting of the club must be called to consider dissolution of the club. If dissolution of the Club is approved by a 2/3 majority vote at the SGM; and after the payment of all debts and liabilities, the proceeds from the sale of the assets will be distributed among charitable organizations determined by the Board.