


CAROL PREST

“SOCIETIES ACT”

BY – LAWS

Of

**ARMSTRONG AND DISTRICT FISH AND GAME ASSOCIATION
(amended by Special Members Resolution – June 3, 2020)**

Amendments as follows:

- a) That the following provision be added as paragraph 4. j. of the bylaws;

”j. The President may direct, either generally or in respect of a particular meeting, one or more, or even all of the members and/or Directors may participate in a meeting of the members, of the Board of Directors, or of a committee of the Board, by means of conference by telephone or other communications facilities as permit all persons participating in the meeting to hear each other, or see each others written comments in real time, and a person participating in such a meeting by such means is deemed to be present at the meeting.”

- b) That the following provision be added as paragraph 5. b) 1. of the bylaws;

“1. In order to be a legitimate candidate for election as an Officer or Director of the Association a member must have an operable telephone, email account, and motor vehicle for communication and transportation”.

- c) That paragraph 9. b) of the bylaws be amended by replacing the period of “five days” with “seven days”.

- d) That paragraph 5. d) of the bylaws be amended by deleting the words “, for one year only.” And replacing them with the following;

“as follows;

1. Elected Officers shall serve for a length of 2 years.
2. Elected Directors shall serve for a length of 1 year.
3. Unless re-elected, the Elected Directors and Officers must retire from office at the commencement of the Annual General Meeting of the year in which their successors are elected.
4. If a successor is not elected, the person previously elected or appointed continues to hold office.
5. In order to preserve corporate knowledge and to ensure an orderly transition of duties, only one half of the Officers will be elected at each years Annual General Meeting. For the purposes of clarity, in the year 2021 the President and the Secretary will be elected for 2 year terms while the Vice President and Treasurer shall be elected for a 1 year term. In 2022, and thereafter, the Vice President and Treasurer will be elected for 2 year terms.”

- e) That paragraph 4. g. be amended as follows in order to be consistent with the requirements of paragraph 9. b)
“ that the majority required to pass an extraordinary resolution be altered from “three-fourths” to “two thirds”.”

BY-LAWS

1. INTERPRETATION

In these By – Laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

2. TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

- a) Membership in this association shall be open to all who will abide by the rules laid down by the association and to the laws governing the control of all fish and game.
- b) Any member or other person who shall have contributed to the progress or objects of the association in any special or unusual way, may be presented with an honorary life membership, appointed honorary president or honorary member of the association by resolution of a general meeting, upon recommendation to the executive committee.
- c) The association shall have the right to reject any application for membership or suspend membership of any member for cause detrimental to the welfare of the association.
- d) Annual membership dues, if any, are determined by the board.
- e) No member shall be eligible for a big game trophy or trophies unless the member has obtained a membership by August 1 of the current club year.

3. CONDITIONS UNDER WHICH MEMBERSHIP CEASES AND MANNER IN WHICH A MEMBER MAY BE EXPELLED.

In the event of any member being proven to the satisfaction of the executive committee to be guilty of any conduct liable to endanger the welfare, good name, or good order of the association, the same shall be reported to a special meeting of the association, which may expel such member from membership or take such other action as may be deemed necessary. Any complaint against a member must be made in writing to the secretary and in the event of the executive committee deciding to place the matter before a special meeting of the association, one week's notice in writing, of the meeting, together with the complaint, shall be mailed to the member in question.

4. MONTH FOR HOLDING ANNUAL GENERAL MEETING AND MODE OF NOTICE REQUIRED FOR CALLING GENERAL MEETINGS AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM, AT ANY SUCH MEETING AND RIGHTS OF VOTING.

- a) The meetings of the association shall be:
- The annual general meeting
 - Regular monthly general meetings
 - Special general meetings
 - Executive meetings
- b) The annual general meeting of the association shall be held on the regular meeting night in March of each year, notice of which shall be given at least fourteen days prior to such a meeting. The club fiscal year will be from January 1st to December 31st of each year.
- c) Regular monthly general meetings shall be held on a date set each year.
- d) Special general meetings may be called by the executive committee or upon a written request specifying the object thereof, signed by a majority of the members in good standing.
- e) Executive committee shall meet at least once in each month at the call of the chair.
- f) At all general meetings of the association, all members in good standing shall be entitled to vote.
- g) At all meetings, business shall be decided by the majority of members present, except in the case of extraordinary resolution, which shall require a majority vote, of not less than two thirds of such members. In the event of an equal vote, a casting vote shall be given by the chairman.
- h) Five members shall constitute a quorum and shall be competent to transact the business of the association at any meeting duly called.
- i) The order of business at meetings of the association shall be as follows:
- Collection of dues and Canadian pledge.
 - Reading of minutes of the previous meeting and any special meeting.
 - Communications.
 - Accounts.

- Reports of committees, standing and special.
 - Unfinished business.
 - Nominations, election and installation of officers.
 - New Business.
 - Good of association.
 - Motion of adjournment.
- j) The President may direct, either generally or in respect of a particular meeting, one or more, or even all of the members and/or Directors may participate in a meeting of the members, of the Board of Directors, or of a committee of the Board, by means of conference by telephone or other communications facilities as permit all persons participating in the meeting to hear each other, or see each other's written comments in real time, and a person participating in such a meeting by such means is deemed to be present at the meeting.

5. APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS AND REMUNERATION.

- a) The officers of the association shall be elected at the annual general meeting by absolute majority and second ballot system of voting.
- b) The officers of the association shall consist of the following:
- President
 - Past president
 - Vice president
 - Secretary
 - Treasurer
1. In order to be a legitimate candidate for election as an Officer or Director of the Association a member must have an operable telephone, email account, and motor vehicle for communication and transportation.
- c) At the meeting, held one month prior to the annual general meeting, a nominating committee shall be appointed for the purpose of presenting a slate of officers at the annual meeting, at which meeting further nominations may be received.
- d) The executive committee shall consist of the officers of the association together with 12 members, who shall be elected at the annual general meeting in the manner following: at the first election the 12 members shall be elected as follows;
1. Elected Officers shall serve for a length of 2 years.

2. Elected Directors shall serve for a length of 1 year.

3. Unless re-elected, the Elected Directors and Officers must retire from office at the commencement of the Annual General Meeting of the year in which their successors are elected.

4. If a successor is not elected, the person previously elected or appointed continues to hold office.

5. In order to preserve corporate knowledge and to ensure an orderly transition of duties, only one half of the Officers will be elected at each year's Annual General Meeting.

For the purposes of clarity, in the year 2021 the President and the Secretary will be elected for 2 year terms while the Vice President and Treasurer shall be elected for a 1 year term. In 2022, and thereafter, the Vice President and Treasurer will be elected for 2 year terms.

- e) The president shall supervise all the business of the association. He shall be the presiding officer of the executive committee. He shall be a member ex officio of all committees and perform such duties as his office requires.
- f) The vice president shall assist the president and in his absence shall take his place.
- g) The secretary shall keep a true account of the proceedings of the meetings, carry on all correspondence for the association, and perform such duties as pertain to his or her office.
- h) The treasurer shall receive and keep true records of all monies of the association and deposit it in the bank.
- i) At the annual general meeting, the president, the secretary, the treasurer and the chairman of the sub-committee shall each present a written report.
- j) The treasurer's report will be accompanied by an audited financial statement.
- k) The quorum of the executive committee shall be five (5).
- l) If an executive office becomes vacant during the fiscal period, nominations shall be received when the vacancy is announced and further nominations may be accepted at the subsequent meeting at which time an election shall take place.

- m) The duties of the executive shall be to carry on all business as directed by the members, to transact any business that might require immediate attention between meetings.
- 1- No executive member of the club shall be allowed to spend in excess of \$500.00 without the consent of a general meeting.
 - 2- No labour will be paid for any job unless specifically authorized beforehand.
- n) Any member of the executive committee absent for three (3) consecutive meetings of that body without satisfactory excuse to the other members shall cease to hold office and his place shall be filled as provided.
- o) Chairman of standing committees, shall be appointed at the first executive meeting after the annual general meeting. Chairman of special committees shall be appointed at the time committee is formed.
- p) No member of the executive committee shall receive any remuneration from the association for services rendered as a member of the executive committee.
- q) Every executive member shall be deemed to have assumed office on the express understanding and agreement and condition that every executive member of the association and his heirs, executors and administrators and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the association, from and against all costs, charges and expenses whatsoever which such executive member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, manner or thing whatsoever made, done or permitted by him or any other executive member or members in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.
- r) Deeds, transfers, licences, contracts and engagements on behalf of the association shall be signed by either the president or the vice-president, and by the secretary, and the secretary shall affix the seal of the association to such instruments as require the same. Contracts in the ordinary course of the association's operations

may be entered into on behalf of the association by the president, vice-president, treasurer or by any person authorized by the executive committee.

- s) 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 association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the executive committee and any one of such officers or agents may alone endorse notes and drafts for collection on account of the association through its bankers, and endorse notes and cheques for deposit with the association's bankers for the credit of the association or the same may be endorsed "for collection "or for "deposit" with the bankers of the association by using the association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the association and the association's bankers and may receive all paid cheques and vouchers and sign all the banks forms or settlement of balances and release or verification slips.

6. EXERCISE OF BORROWING POWERS

For the purpose of carrying out the objects of the association after a special resolution passed with a two-thirds majority at a general meeting of the association giving due authority, the executive may borrow or raise or secure the payment of money in such a manner as they think fit and in particular by the issue of debentures; provided debentures shall not be issued without assent of an extraordinary resolution of the society.

7. AUDITS OF ACCOUNTS (appointment and remuneration of auditors)

- a) The first auditor of the association shall be appointed by the executive and not less than one month before the date of the first annual general meeting, and any auditor so appointed shall hold office until the first annual general meeting unless previously removed by resolution, which case the members shall at the time when the resolution is passed appoint another auditor.
- b) The members shall at each annual general meeting appoint an auditor to hold office until the next annual general meeting.
- c) If an appointment of auditor is not made at an annual general meeting, or the annual general meeting is not held, the executive may appoint an auditor of the association for the current fiscal year.

- d) The executive may from time to time appoint an auditor or auditors to hold office for such period as the executive may determine.
- e) An office manager or any employee of the association and any person who is a partner of or in the employment of any of the aforesaid, shall not be capable of being appointed auditor of the association; provided that the association may be unanimous vote of all the members entitled to vote for the election of the executive appoint as auditor a manager, officer or employee of the association or any such person as aforesaid.

8. CUSTODY AND USE OF THE SEAL OF THE SOCIETY

- a) The executive may adopt a seal which shall be the common seal of the society.
- b) The common seal of the society shall be under the control of the officers and the responsibility for the custody and use from time to time shall be determined by the executive.

9. ALTERATION OF BY-LAWS BY EXTRAORDINARY RESOLUTION, STATING REQUISITE MAJORITY

- a) The by-laws of the society shall not be altered or added to except by an extraordinary resolution of the society.
- b) For all purposes of the society, "extraordinary resolutions" shall mean a resolution passed by a majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given, such majority being two-thirds. This notice shall be given at least seven days before the holding of the meeting by prepaid post.

10. PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS OF MEETINGS OF THE SOCIETY AND OF THE EXECUTIVE, AND OTHER BOOKS AND RECORDS OF THE SOCIETY

- a) The secretary or some other officer specifically charged by the executive with that duty shall maintain and have charge of the minute books of the society and shall record or cause to be recorded therein, minutes of proceedings of all meetings of members and directors.

- b) The secretary or some other officer specifically charged by the executive with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:
- a copy of the constitution of the society and any extraordinary resolutions altering or adding to the same, and a copy of the bylaws of the society and any resolutions altering or adding thereto
 - copies or originals of all documents, registers and resolutions as required by law
 - all sums of money received and expended by the society and the matters in respect of which the receipt and expenditure takes place
 - all revenues and purchases by the society
 - the assets and liabilities of the society
 - all other transactions affecting the financial position of the society
- c) The fiscal year of the society shall terminate on a day in each year to be fixed by the executive and the financial statements of the society's affairs for presentation to the members at the annual general meeting shall be made up to that date.

11. TIME AND PLACE AT WHICH THE BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY THE MEMBERS

The executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations of the accounts and books of the society or any of them shall be open to the inspection of members not being officers, and no member (not being an officer) shall have any right of inspecting any account or books or documents of the society except as conferred by law or authorized by the executive or by resolution of the members, whether previous notice thereof has been given or not.

12. DISSOLUTION OF SOCIETY

Upon winding up or dissolution of the society, and any assets of the above mentioned society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such a Canadian organization or organizations promoting objectives similar to those set out in paragraph 2 herein, as may be decided by the members of the group at the time of the winding up or dissolution. This clause is unalterable.