

ARMSTRONG AND DISTRICT FISH AND GAME ASSOCIATION


T.K. SPARKS

CONSTITUTION AND BYLAWS

(amended by Special Members Resolution – June 3, 2020)

1. The name of the Society is: ARMSTRONG AND DISTRICT FISH AND GAME ASSOCIATION.
2. The purposes of the society are to;
 1. The name of the society is the Armstrong and District Fish and Game Association.
 2. The objects of the society are:
 - a) The preservation and propagation of fish and game.
 - b) Promoting fair sport in hunting and fishing.
 - c) To promote and encourage assistance to the government in enacting and enforcing the laws for the conservation of fish and game.
 - d) To encourage, organize and maintain target shooting for rifle, pistol, and shotgun; to encourage competition in shooting of the above weapons, and in bait and fly fishing; to encourage and assist in the raising and maintaining of sporting events which are in keeping with the association's aims and objects.
 - e) To cooperate with any other society, bodies or organizations formed for the above or similar purpose.
 - f) To function as a non-political, non-partisan and non-sectarian association.
 - g) To acquire by purchase, donation, device, lease or otherwise, suitable real and personal property for the purpose of providing adequate shooting facilities and buildings for the members of the Armstrong and District Fish and Game Association.
 - h) To operate, manage, lease, rent and otherwise deal with the said property upon such terms and in such manner as may be decided upon by the society from time to time.
 - i) To borrow or raise or secure the payment of money in such manner as the society shall think fit, and in particular by the issue of debentures charged upon all or any of the society's property.
 3. The locality in which the operations will be chiefly carried on is in the postal district of Armstrong.
Dated at Armstrong, B.C. this 29th day of August 1963

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PROVINCE OF BRITISH COLUMBIA

SOCIETIES ACT

**BYLAWS
OF
ARMSTRONG AND DISTRICT FISH AND GAME ASSOCIATION
(the “Association”)**

(amended by Special Members Resolution – June 3, 2020)

(adopted by Special Members Resolution – March 16, 2022)

**PART 1
INTERPRETATION**

1.1 Definitions. In these Bylaws, unless the context otherwise requires:

“*Act*” means the *Societies Act* of British Columbia as amended from time to time;

“*Board*” or “*Board of Directors*” means the Directors of the Association for the time being, acting as a body;

“*Bylaws*” means these Bylaws as altered from time to time;

“*Constitution*” means the Constitution of the Association as altered from time to time;

“*Director*” means a Director of the Association;

“*Executive*” means the President, Vice-President, Secretary and Treasurer, collectively;

“*General Meeting*” includes an annual general meeting and a “special” general meeting;

“*Member*” means a member of the Association in accordance with these Bylaws;

“*Registered Address*” of a member means the member’s address as recorded in the Register of members;

“*Senior Manager*” means a Senior Manager of the Association appointed pursuant to these Bylaws;

“*Special Resolution*”, including a special resolution for purposes of removing a Director under section 50 of the Act, means any of the following:

- a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;
- b) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Association; or
- c) a resolution voted on by mail or other electronic means of communication authorized by these bylaws, a resolution passed by at least 2/3 of the votes cast in accordance with the bylaws;

- 1.2 Conflict with Act or regulations.** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevails.
- 1.3 Singular, Plural and Gender.** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa.
- 1.4 Definitions in Act Apply.** The definitions in the Act as amended from time to time apply to these Bylaws.
- 1.5 Headings.** The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.

PART 2 MEMBERS

- 2.1 Membership.** The members of the Association are:
- a) those persons who are members of the Association when these Bylaws become effective, if any; and
 - b) those persons who become members of the Association in accordance with these Bylaws, and who, in either case, have not ceased to be members.
- 2.2 Application for membership.**
- 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) The Directors of 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.
- 2.3 Membership Classes.** There shall be 3 different classes of membership
- a) **General Member** – Any person who applies for and is granted a paid membership in the Association.
 - b) **Associate Member** - Any person who, already being a member of another Fish and Game Club, or Rod and Gun Club, recognized by the British Columbia Wildlife Federation, applies for and is granted a paid membership in this Association.
 - c) **Honourary Member** - 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.
- 2.4 Dues.** Annual membership dues, if any, are determined by the board. Dues for the upcoming year are due on January 1st of that year.

2.5 Membership Rights and Obligations.

- a) All members shall all have full voting rights.
- b) 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.

2.6 Voting Rights. Subject to Bylaw 2.10, all members:

- a) are voting members of the Association;
- b) are entitled to receive notice of and to attend all general meetings of the Association; and
- c) are entitled to one vote, if present, at a meeting of the members.

2.7 Indirect Voting. Indirect or delegate voting or voting by mail or another means of communication, including by email, or other electronic means (in any case, "Indirect Voting") is permitted and:

- a) the Directors may determine those specific resolutions of the members which will be approved by an identified form(s) of Indirect Voting;
- b) in the event the Directors determine that a resolution shall be approved by Indirect Voting, the Association will forward the proposed resolution by email to last known email address of each member and if a member does not have an email address to the last known postal address;
- c) the Directors shall designate a Director or Senior Manager who shall file the responses in favour or against with the notice of the proposed resolution in the records of the Association; and
- d) in the event of mailed indirect votes, such votes shall be counted seven days after the last notice is emailed, posted or otherwise sent, as the case may be, or such later date specified in the notice of the proposed resolution.

2.8 Duties of Members. Every member must:

- a) uphold the Constitution of the Association and comply with these Bylaws and any other rules, policies, and guidelines as may from time to time be made by the Association;
- b) adhere to the Association's Code of Conduct, if any, as established and amended by the Membership from time to time;
- c) inform the Secretary, in writing, of any changes to their address, e-mail address (if any), and phone number (if any) for the purpose of receiving notices from the Association; and
- d) pay the annual membership dues, if any, established pursuant to these Bylaws.

2.9 Membership Fees. Subject to the Act:

- a) the Directors may determine the lifetime or annual membership fees, if any;
- b) the Directors may waive, in whole or in part, membership fees for any member;

- c) each person whose membership is approved must pay the required lifetime or annual membership fees and any other subscription or membership fees that may be set by the Directors from time to time; and
- d) each member must pay the Association's lifetime or annual membership fees on or before the date determined by the Directors from time to time.

2.10 Members in Good Standing. Subject to the Act:

- a) all members are in good standing except
 - (i) a member who has failed to pay the applicable lifetime or annual membership fee, if any, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid;
 - (ii) is under suspension or discipline pursuant to Bylaw 2.11;
- b) unless the Directors otherwise decide, a member who has not paid the applicable lifetime or annual membership fee may at any time be brought into good standing by paying such fee even though it is past due;
- c) a voting member who is not in good standing:
 - (i) may not vote at a general meeting; and
 - (ii) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.11 Cessation of membership. A person ceases to be a member:

- a) by delivering a resignation in writing to the Directors or by mailing or delivering it to the address or the e-mail address of the Association;
- b) on his or her death, or incapacity;
- c) on being expelled pursuant to Bylaw 2.12; or
- d) on having been a member not in good standing for a period of 30 days after receiving notice from the Association that the member is not in good standing.

The rights, claims privileges, and/or interest, of a person as a member of the Association, including any rights in the property of the Association, cease to exist when the person's membership in the Association terminates.

2.12 Special Resolution Regarding Discipline and Expulsion of Member.

- a) The Directors may, by special resolution, discipline, or otherwise expel, any member for conduct, which in the discretion of the Board, is;
 - (i) improper or unbecoming for a member of the Association, or
 - (ii) is likely to endanger the interests, purposes or reputation of the Association,

- (iii) or is in violation of the basis and principles set out in the constitution of the Association, or
 - (iv) committed conduct liable to endanger the welfare, good name, or good order of the association, or
 - (v) is in breach of these bylaws.
- b) Any complaint against a member must be made in writing to the secretary
- c) Before considering the discipline or expulsion of a member the Board must ensure;
- (i) That the President and Secretary (or their designates) conduct an investigation of the complaint;
 - (ii) If the complaint reveals sufficient circumstances, the President and Secretary (or their designates) may make a recommendation to the Board for discipline and /or expulsion of the member;
 - (iii) If the circumstances of the complaint are sufficiently serious, the Executive may impose temporary measures (including suspension) to protect the interests of the Association and its members;
 - (iv) if proceeding with a recommendation for discipline and/or expulsion, the Directors must first deliver a written notice to the affected member of the proposed discipline or expulsion at least 14 days prior to the date on which the Directors intend to have a Board meeting to consider a special resolution to discipline and/or expel the member;
 - (v) The notice must be accompanied by a detailed statement of the complaint, the particulars, and the reason(s) therefore, and
 - (vi) the person who is the subject of the recommendation be given an opportunity to be heard at the Board meeting before the matter is put to a vote.

PART 3 MEETINGS OF MEMBERS

- 3.1 Annual General Meetings.** The Association must hold its first annual general meeting in the calendar year after the date of incorporation and after that shall hold all subsequent annual general meetings on a night in March of each year, notice of which shall be given at least fourteen days prior to such a meeting.
- 3.2 Monthly Meetings.** Regular monthly general meetings shall be held on dates set by the Directors each year.
- 3.3 Resolution Instead of Annual General Meeting.** If, in accordance with the Act, all members consent in writing by a unanimous resolution to all the matters that must, under the Act or these Bylaws, be dealt with at that annual general meeting, then the annual general meeting is deemed to have been held:

- a) on the date on which the last voting member consents to the resolution; or
- b) on any later date, specified in the resolution, that is on or before the date on which the annual general meeting must be held, and the requirements pursuant to the Act and these Bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.

3.4 Special General Meetings. Every general meeting, other than an annual general meeting, is a special general meeting.

3.5 Calling of General Meetings. The following rules shall apply to the calling of general meetings of the members:

- a) the Directors may, at any time, call a general meeting to be held at such reasonable time and place as may be determined by the Directors;

3.6 Requisitioned Meetings

- a) members may request a special general meeting, in accordance with section 75 of the *Act*, by a requisition in a record or records (in either case, a “Requisition”):
 - (i) containing:
 - (A) the names and signatures of not fewer than 10% of the members; and
 - (B) the business to be considered at the meeting, including any special resolution to be considered, stated in 200 words or less;
 - (ii) delivered to the registered office of the Association; and
 - (iii) sent to each individual listed in the Association’s register of Directors.
- b) within 21 days of the Association receiving a Requisition mailed or delivered under Bylaw 3.6a):
 - (i) the Directors must call a special general meeting, to be held within 60 days after the date of the Association’s receipt of the Requisition, to consider the business stated in the Requisition; and
 - (ii) the Association must send to the members, with the notice of the meeting, a copy of the Requisition; and
- c) if, within 21 days after the date of the Association’s receipt of a Requisition, the Directors do not call a general meeting, a majority of the requisitioning members may call the meeting after issuing to the members, a notice of the meeting, with a copy of the original Requisition notice.

3.7 Notice for General Meetings. The following rules shall apply to notice of general meetings of the members:

- a) The Association must send notice of the date, time and location of any general meeting in the manner provided in these Bylaws, or in such other manner, if any, as may be prescribed

by ordinary resolution (whether previous notice of the resolution has been given or not), to each member, at least 7 days and not more than 60 days before the general meeting;

- (i) In the event of a **Special Resolution** the Notice must also include the full text of any special resolution being proposed at that meeting.
- b) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, one or more members entitled to receive notice does not invalidate proceedings at that general meeting.
- c) All members may, by unanimous consent in writing given before, during or after the general meeting, waive or reduce the period of notice of a general meeting or, if all are present at the general meeting, by a unanimous vote, waive or reduce the period of notice of the general meeting and an entry in the minutes of such waiver or reduction will be sufficient evidence of the due convening of the general meeting;
- d) Any notice of a general meeting must be given to:
 - (i) every member shown on the register of members on the day notice is given; and
 - (ii) the auditor, if Part 13 applies,and no other person is entitled to receive a notice of a general meeting.
- e) The foregoing notwithstanding, the Directors may call an emergency meeting of the members upon providing at least one days written notice. In order for any resolutions to be passed at that emergency meeting there must first be an ordinary resolution passed to the effect that the calling of the emergency meeting without the usual notice is justified by the circumstances of the issue being considered.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Conduct of Directors Meetings. The Members will regulate their meetings and proceedings in accordance with the provisions of “Call to Order” by Herb Perry and Susan Perry insofar as they do not conflict with the terms of these bylaws.

4.2 Ordinary Business. At a general meeting, the following business is ordinary business:

- a) consideration of any financial statements of the Association presented to the meeting;
- b) consideration of the reports, if any, of the Directors or auditor;
- c) election or appointment of Directors;
- d) appointment of an auditor, if any; and
- e) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.3 Special Business. Special business is:

- a) all business conducted at a special general meeting except the adoption of rules of order; and
- b) all business conducted at an annual general meeting, except business classified as ordinary business under Bylaw 0 of these Bylaws.

4.4 Chair. The following individual is entitled to preside as the Chair of a general meeting:

- a) the President of the Association;
- b) the Vice-President of the Association, if the President is unable to preside as the Chair; or
- c) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.
- d) In the absence of any Directors or Officers, or if such are present but unwilling to act as Chair, then the members may elect another member to act as Chair.

4.5 Alternate Chair. If there is no individual entitled under these Bylaws who is willing and able to preside as the Chair within 15 minutes from the time set for holding the meeting, the members present must elect one of their number to preside as the Chair.

4.6 Quorum. The following rules shall apply with respect to a quorum at a meeting of the members:

- a) business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present;
- b) the quorum for the transaction of business at a general meeting is at least five (5) of the voting members;
- c) if, within one half hour from the time set for holding a general meeting, a quorum of voting members is not present:
 - (i) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
 - (ii) in any other case, the general meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, and if the general meeting has not been called to consider the dissolution of the Association, the voting members who are present constitute a quorum for that meeting.
- d) if, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Adjournments by Chair. The following rules shall apply to the adjournment of a general meeting by the Chair:

- a) the Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting; and
- b) it is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

4.8 Order of Business at General Meetings. The order of business at a general meeting is as follows:

- a) elect an individual to Chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) collection of dues and Conservation Pledge;
- d) approve the agenda;
- e) approve the minutes from the last general meeting;
- f) report on communications;
- g) receive an interim financial report;
- h) deal with unfinished business from the last general meeting;
- i) if the meeting is an annual general meeting:
 - (i) receive the Directors' written report on the annual financial statement of the Association for the previous financial year, including a copy of that financial statement, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting;
 - (iii) elect or appoint Directors and Officers; and
 - (iv) appoint, or waive the appointment of an auditor, if any;
- j) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- k) adjourn the meeting.

4.9 Voting. Subject to the Act:

- a) and further subject to Bylaw 2.7, every resolution put to a vote at a general meeting will be decided by a show of hands, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the Chair of the meeting, or the vote is to elect an Officer or a Director then voting must be by a secret ballot;
- b) every motion proposed at a general meeting must be seconded unless the Chair of the meeting rules otherwise, and the Chair of any general meeting is entitled to propose or second a motion;
- c) the Chair of a general meeting must announce to the general meeting the outcome of each vote in accordance with the show of hands, oral vote or secret ballot, as the case may be, and the decision must be entered in the minutes of the meeting;
- d) a declaration of the Chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the Chair, or demanded under the Rules of Order, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution;
- e) in the case of an equality of votes, the Chair of a general meeting of the members does not, either on a show of hands or on a secret ballot, have a second or casting vote in addition to the vote or votes to which the Chair may be entitled as a member; and
- f) a matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act, the regulations under the Act or these Bylaws to be decided by special resolution.

4.10 Production of Evidence of Authority to Vote. The Chair of any meeting of members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

**PART 5
DIRECTORS AND OFFICERS**

5.1 Directors. Elected Directors, and Officers are all “directors” of the Association.

5.2 Officers. The President, Vice-President, Secretary, and Treasurer shall be the “Officers” of the Association.

5.3 Election or Appointment of Directors and Officers. The Directors and Officers shall be elected or appointed as follows:

- a) the Board of Directors will be composed of no less than three Directors or a greater number determined from time to time at a general meeting, with such Directors to be elected by the members of the Association in accordance with Bylaw 5.4;

- b) at each annual general meeting, the voting members entitled to vote for the election or appointment of Directors and Officers must elect or appoint a Board of Directors and Officers consisting of the number of Directors for the time being set pursuant to these Bylaws;
- c) Subject to Bylaw 5.5 a Director or Officer so appointed holds office only until the conclusion of the next annual general meeting of the Association, but is eligible for re-election at that meeting to fill the rest of the unexpired term;
- d) an act of a Director or Officer is not invalid merely because of a defect in the Director's designation, election or appointment or in the qualifications of that Director or Officer; and
- e) the membership may, by special resolution, designate certain Director or Officer positions to be capable of being held by non-members.

5.4 Election Procedure. The following shall be the procedure for electing Directors and Officers:

- a) To qualify as a candidate for election as an Officer or Director of the Association a member must be a member in good standing, and have an operable telephone, email account, and motor vehicle for communication and transportation.
- b) at the general meeting, held one month prior to the annual general meeting, a nominating committee shall be appointed for the purpose of presenting a slate of Directors and Officers at the annual meeting, at which meeting further nominations may be received
- c) candidates for election as Directors and Officers may be nominated by:
 - (i) nomination by another member; or
 - (ii) self-nomination,in either case prior to or at the annual general meeting at which Directors and Officers are to be elected, indicating the Board position for which the candidate is nominated.
- d) the nominated member must accept or reject the nomination before being entitled to be a candidate for a Director or Officer position; and
- e) an election may be by acclamation, or in the event of competing nominations, must be by secret ballot, written or otherwise.

5.5 Term of Directors and Officers. Commencing at the first annual general meeting following the date of incorporation of the Association:

- a) Directors who are not Officers will be elected for a one (1) year term expiring at the close of the annual general meeting after their election, and will be eligible for re-election for an unlimited number of terms;
- b) all Officers will be elected for a two (2) year term expiring at the close of the second annual general meeting after their election, and will be eligible for re-election for an unlimited number of terms; and

- (i) for the purposes of clarity, in odd numbered years the President and the Secretary will be elected while the Vice President and Treasurer shall be elected in even numbered years, all for 2-year terms.
- c) the Directors will retire from office at the annual general meeting at which their successors are elected, at which point the new Directors will take office;
- d) The foregoing notwithstanding, the members may, by special resolution, set the term of office for all Directors and Officers for more than one or two years; and
- e) If a successor Director or Officer is not elected, the person previously elected or appointed continues to hold that office.

5.6 Casual Vacancy. Casual vacancies on the Board or in an Officers position may be filled as follows:

- a) the Board may, at any time, appoint a person as a Director or Officer to fill a vacancy that arises on the Board as a result of the resignation, death, removal, or incapacity of a Director or Officer during the Directors or Officers term of office; and
- b) a Director or Officer appointed by the Board to fill a vacancy ceases to be a Director and/or Officer at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy, but is still eligible for election.

The foregoing notwithstanding, the Board may choose to hold a by-election to fill the vacancy.

5.7 Removal of Directors.

- a) 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, but no director shall be removed until the Director has been given notice containing the details of the proposed action and the reasons therefore and have an opportunity to be heard by the members at the general meeting.
- b) Any Director or Officer absent for three (3) consecutive meetings of the Board without satisfactory excuse to the satisfaction of the other Directors shall, upon the passing of an ordinary motion, cease to hold office and their position shall be filled as provided above.

5.8 Roles of Directors. The members may assign specific functions or role(s) to each Director position.

5.9 Authority of Directors. The directors may exercise all the powers and do all the acts and things that the Association 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 Association in a general meeting, but subject, nevertheless, to;

- a) all laws affecting the Association;
- b) these bylaws; and

- c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in a general meeting.
- d) No rule, made by the Association in a general meeting, invalidates a prior act of the directors and/or Officers that would have been valid if that rule had not been made.

PART 6 SENIOR MANAGERS

- 6.1 Directors May Appoint Senior Managers.** The Directors of the Association may appoint one or more Senior Managers of the Association to exercise the Directors' authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association. A Director of the Association may be a Senior Manager of the Association.
- 6.2 No Contractual Rights of Senior Managers.** The appointment of a Senior Manager does not of itself create any contractual employment rights, and the removal of a Senior Manager is without prejudice to any contractual rights, or rights under law, of the Senior Manager.
- 6.3 Qualifications.** No Senior Manager may be appointed unless that Senior Manager is qualified in accordance with the Act. One person may hold more than one position as a Senior Manager. Any person appointed as the Chair of the Board must be a Director. Any other Senior Manager need not be a Director.
- 6.4 Functions, Duties and Powers of Senior Managers.** The Directors may, for each Senior Manager:
- a) determine the functions and duties of the Senior Manager;
 - b) delegate to the Senior Manager any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as the Directors think fit; and
 - c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the Senior Manager.
- 6.5 Remuneration and Terms of Appointment.** Subject to the Act:
- a) the Association may pay remuneration to a Senior Manager for services provided by the Senior Manager to the Association;
 - b) all appointments of Senior Managers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, or otherwise) that the Directors think fit and are subject to termination at the pleasure of the Directors; and
 - c) a Senior Manager must be reimbursed for all expenses necessarily and reasonably incurred by the Senior Manager while engaged in the affairs of the Association.

PART 7
BOARD POSITIONS

- 7.1 Election or Appointment to Officer Positions.** Persons must be elected or appointed to the following Officer positions, and a Director, other than the President, may hold more than one position:
- a) President;
 - b) Vice-President;
 - c) Secretary; and
 - d) Treasurer.
- 7.2 Officers as Directors.** An Officer is also a “Director” of the Association.
- 7.3 Executive Committee.** The Officers shall constitute the “Executive Committee” which shall be responsible for the day-to-day affairs of the Association not within the purview of other Directors and dealing with emergencies.
- 7.4 Role of President.** The President is the Chair of the Board and is responsible for monitoring the other Directors in the execution of their duties. The President shall also;
- a) supervise all the business of the association;
 - b) be the presiding officer of the executive committee and all Association meetings;
 - c) be an ex officio member of all committees; and
 - d) perform such other duties as the office of the President requires.
- 7.5 Role of Vice-President.** The Vice-President is the Vice-Chair of the Board and is responsible for
- a) carrying out the duties of the President if the President is unable to act; and
 - b) monitoring the progress of all Committees.
- 7.6 Role of Secretary.** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) issuing notices of general meetings and Directors’ meetings;
 - b) taking minutes of general meetings and Directors’ meetings;
 - c) keeping the records of the Association in accordance with the Act and other applicable legislation;
 - d) shall keep or cause to be kept a book or books wherein shall be kept properly recorded:
 - (i) 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;

- (ii) copies or originals of all documents, registers and resolutions as required by law;
 - (iii) all sums of money received and expended by the society and the matters in respect of which the receipt and expenditure takes place;
 - (iv) all revenues and purchases by the society;
 - (v) the assets and liabilities of the society; and all other transactions affecting the financial position of the society.
- e) conducting the correspondence of the Board;
 - f) maintain the list of Directors and the Register of Members; and
 - g) filing the annual report of the Association and making any other filings with the registrar under the Act.
 - h)

7.7 Role of Treasurer. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Association's financial transactions;
- c) preparing the Association's financial statements; and
- d) making the Association's filings respecting taxes.

7.8 Role of Past President. The immediate Past President shall hold a non-voting position of Past President with the board until a new President is elected. The duties and responsibilities of the Past President shall be determined by the Board of Directors.

PART 8 PROCEEDINGS OF DIRECTORS

8.1 Calling Directors Meetings. A Directors meeting (the "Board") may be called by the President or by any two other Directors.

8.2 Notice of Directors' Meeting. The following rules shall apply to notice of a Directors' meeting:

- a) at least one days notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period;
- b) the accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting; and
- c) any Director may file with the Association a document executed by him or her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings

held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.

- 8.3 Conduct of Directors Meetings.** The Directors will regulate their meetings and proceedings in accordance with the provisions of “Call to Order” by Herb Perry and Susan Perry insofar as they do not conflict with the terms of these bylaws. **Note 3**
- 8.4 Chair of Meetings of Directors.** The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present, the Directors present may choose one of their number to be the Chair at that meeting.
- 8.5 Absence of Secretary from Meeting.** In the absence of the Secretary from a meeting, the Board must appoint another individual to record the minutes of the meeting.
- 8.6 Quorum of Directors.** The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the elected Directors and Officers then in office.
- 8.7 Resolution in Writing.**
- a) An **ordinary resolution** consented to in writing that no less than 2/3 of the voting Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.
 - b) A **special resolution** consented to in writing that **all** of the voting Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.
- 8.8 Voting.** The following rules shall apply to voting at meetings of the Board of Directors:
- a) questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes of the voting Directors;
 - b) in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director, and the proposed resolution does not pass;
 - c) a resolution proposed at a meeting of Directors or committee of Directors must be seconded, and the Chair of a meeting may move or propose a resolution and
- 8.9 Committees.** The Directors may delegate any, but not all, of their powers to committees consisting of persons and members they deem appropriate. In such case:

- a) the committee must conform to any rules imposed on it by the Directors;
- b) the voting Directors will elect a Chair of the Committee, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee must choose one of their number to be the Chair of the meeting;
- c) the members of a committee may meet and adjourn as they think fit;
- d) Committees may make recommendations to the Board; and
- e) When a Committee is appointed its role and authority should be defined by a Terms of Reference approved by the Board.

8.10 Meetings by Electronic Means. The President may direct, either generally or in respect of a particular meeting, one or more, or even all of the Directors may participate in a meeting of the Board 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 Director participating in such a meeting by such means is deemed to be present at the meeting.

PART 9 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

9.1 Remuneration of Directors. Directors must not be remunerated for being or acting as a Director and will not receive, directly or indirectly any profits as Director.

9.2 Services Provided by a Director in Another Capacity. Notwithstanding Bylaw 9.1 and subject to Act, the Association may pay remuneration to a Director for services provided by the Director to the Association in another capacity.

9.3 Expenses. A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.

9.4 Signing Authority.

- a) A contract or other record to be signed by the Association must be signed on behalf of the Association:
 - (i) by the President, together with one other Director;
 - (ii) if the President is unable to provide a signature, by the Vice-President together with one other Director;
 - (iii) if the President and Vice-President are both unable to provide signatures, by any two other Directors; or
 - (iv) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.
- b) Correspondence will generally be signed by either the Secretary or the President, or in the absence of both of them, by the Vice President, or any two other Directors.

**PART 10
SEAL**

- 10.1 Creation, Destruction and Substitution.** The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 10.2 Authorization.** The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Treasurer.

**PART 11
INDEMNITY AND PROTECTION OF DIRECTORS AND SENIOR MANAGERS**

- 11.1 Requirement to Indemnify.** The Association shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Senior Manager of the Association and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director or Senior Manager of the Association, including an action brought by the Association if:
- a) he or she acted honestly and in good faith with a view to the best interests of the Association, and
 - b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
- 11.2 Advances on Undertaking.** In the discretion of the Directors, the Association may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.
- 11.3 Obligation of Association to Apply for Court Approval.** The Association shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.
- 11.4 Deemed Contract of Indemnification.** Each Director and Senior Manager of the Association on being elected is deemed to have contracted with the Association on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each Director or Senior Manager of the Association held such office or position, even if he or she no longer continues to hold that office or position.
- 11.5 Insurance.** The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Senior Manager of the Association or any other entity, and his or her heirs and personal representatives, against any liability incurred by him or her as a Director or Senior Manager.

- 11.6 No Liability When Acting in Good Faith.** The members shall not hold the Directors, the Chairs of committees, the Senior Managers or any member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Association.

PART 12 FINANCIAL MATTERS

- 12.1 Legacies, Bequests, Donations and Gifts.** The Association shall, at the discretion of the Directors, receive legacies, bequests, donations and gifts made to the Association which are consistent with the stated purposes of the Association and in the best interests of the Association as determined by the Directors from time to time.
- 12.2 Issuance of Charitable Receipts.** Only persons who have been authorized by the Directors may issue any official receipt under the name of the Association in respect of legacies, bequests, donations or gifts received by the Association.
- 12.3 Investment.** The Directors may invest any funds not immediately required for the operations of the Association in insured deposits in any chartered bank, trust company or credit union, or in those securities in which life insurance companies are authorized to invest.
- 12.4 No Requirement to Convert.** Notwithstanding Bylaw 12.3, the Association may maintain any asset received as a legacy, bequest, donation or gift in the form in which it was received.
- 12.5 Power to Borrow.** Subject to Bylaw 12.67, the Directors may from time to time on behalf of the Association:
- a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they deem appropriate;
 - b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Association or any other person; and
 - c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future).
- 12.6 Fiscal Year -** The club fiscal year will be from January 1st to December 31st of each year.
- 12.7 Restrictions on Borrowing.** By special resolution, the members:
- a) must approve any decision by the Directors to borrow money on behalf of and in the name of the Association; and
 - b) may restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.
- 12.8 Financial Signing Authority**
- a) Financial transactions will require no less than two signatures consisting of no less than two of any Officers or Directors as appointed by the Directors for that purpose.

- b) Financial transactions may not be signed prior to the instrument or document being fully completed.

PART 13 AUDITOR

- 13.1 Application.** This Part applies only if, and for any period for which, the Association is required or has resolved by ordinary resolution to have an auditor.
- 13.2 Appointment of the First Auditor.** The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 13.3 Appointment of Subsequent Auditors.** At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 13.4 Removal.** An auditor may be removed by ordinary resolution.
- 13.5 Notice.** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 13.6 Qualification.** A Director, Senior Manager, or employee of the Association must not be its auditor.
- 13.7 Rights.** The auditor may attend general meetings.

PART 14 ACCESS TO RECORDS

- 14.1 Access to Register of Members.** Subject to the Act, the Directors may, by Directors' resolution, restrict, the members' rights to inspect the Association's register of members if the Directors are of the opinion that the inspection would be harmful to the Association or to the interests of one or more of its members or not in compliance with the requirements of any other applicable legislation.
- 14.2 Access to Accounting Records and Proceedings of Directors.** Subject to the Act and unless the Directors reasonably determine otherwise, all members of the Association are entitled to inspect or obtain a copy of:
 - a) any accounting records of the Association;
 - b) records of proceedings of Directors of the Association (unless such proceedings are held "in camera"); or
 - c) records of proceedings of any and all general meetings;

PART 15
NOTICES TO MEMBERS

- 15.1 Method of Notice.** Subject to Bylaw 3.7, a notice may be given to a member personally, by mail, or by any electronic means capable of producing a printed copy, to the member's mailing address, e-mail address, as recorded in the Register of members.
- 15.2 Deemed Receipt.** Any notice given pursuant to Bylaw 15.1 will be deemed to have been given and received by the member to whom it was addressed at the following times:
- a) if personally, on delivery;
 - b) if mailed, on the third business day following the mailing thereof; provided however, that if at the time of mailing or between the time of mailing and the third business day thereafter, there is a strike, lockout, or other labour disturbance affecting postal service, then the notice will not be effectively given until actually delivered; and
 - c) if sent by electronic means, on successful transmission.

PART 16
BYLAWS

- 16.1 Copy to Members.** On being admitted to membership, each member is entitled to, and, upon request by a member, the Association must give the member without charge, a copy of the Constitution and Bylaws of the Association.
- 16.2 Alteration.** These Bylaws must not be altered or added to except by special resolution.

PART 17
PREVIOUSLY UNALTERABLE PROVISIONS

- 17.1 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 the Constitution of the association, as may be decided by the members of the Association at the time of the winding up or dissolution.