

# **Bylaws (Societies Regulation 2015, Schedule 1)**

February 28, 2017

## **Bylaws of PARKSVILLE-QUALICUM FISH AND GAME SOCIETY (the "Society")**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **Definitions**

**1.1** In these Bylaws:

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

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

#### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

#### **Conflict with Act or regulations**

**1.3** 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, prevail.

### **PART 2 – MEMBERS**

#### **Application for membership**

**2.1** A person may register on-line to the Board for membership in the Society, and the person becomes a member.

#### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

#### **Amount of membership dues**

**2.3** The amount of the annual membership dues, and/or user fees and surcharges, if any, must be determined by the Board.

#### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

- 2.6** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

### **Life Members**

- 2.7** Life members are the members who are recognized for outstanding service to the Society and do not pay membership dues.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of annual general meeting**

- 3.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** 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.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 10 voting members.

### **Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the 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, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** 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.

### **Adjournments by chair**

**3.10** 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.

### **Notice of continuation of adjourned general meeting**

**3.11** 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.

### **Order of business at general meeting**

**3.12** 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) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, 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
  - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 or such greater number not to exceed 12 as determined at a general meeting.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Term of Directors**

**4.5** Of the directors elected at the first annual general meeting of the Society, half will be elected for a term of one year and half for a term of two years. At each subsequent annual general meeting, directors will be elected for a term of two years, and retiring directors will be eligible for re-election at the meeting.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

**5.1** A directors’ meeting may be called by the president or by any 2 other directors.

### **Notice of directors’ meeting**

**5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** 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.

### **Conduct of directors’ meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

### **Committees' responsibility**

**5.6** The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

- (a) a committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it

by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

### **Committee Chair**

**5.7** A committee shall elect a chair of its meetings, but if no chair is elected, or if at any meeting the chair is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

### **Committee meetings**

**5.8** The members of a committee may meet and adjourn as they think proper.

### **Notice of Committee meetings**

**5.9** 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 duly constituted, if a quorum of the directors is present.

### **Temporary Absence**

**5.10** A director who may be absent temporarily may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, or email, of any meeting of the directors and may, at any time, withdraw the waiver and until the waiver is withdrawn:

- (a) notice of meetings of directors shall be sent to that director,
- (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.

### **Resolution seconding**

**5.11** All resolutions proposed at a meeting of directors need be seconded, and the chair of the meeting may move or propose a resolution.

- (a) 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 the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

- (a) the office of the president of the society will only be filled by a member of the executive body who has served a minimum term of two years as an executive member, either past or present.
- (b) the president is ex-officio of all committees.

### **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**6.5** 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 Society in accordance with the Act;
- (d) conducting the correspondence of the Board;

- (e) have custody of all records and documents of the society except those required to be kept by the treasurer

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** 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 Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (f) have custody of the common seal of the society
- (g) have custody of the register of members

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

**7.2** A contract or other legal document to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,

- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 - DISSOLUTION**

### **Dissolution**

**8.1** In the event of the dissolution of the Parksville-Qualicum Fish and Game

Association, any assets remaining after payment of all outstanding debts and obligations shall be distributed to a recognized, charitable organization, recognized by the Province of British Columbia, that has similar objectives to the Parksville-Qualicum Fish and Game Association constitution. This clause was previously unalterable.

## **PART 9 - SEAL**

### **Seal**

**9.1** The directors may provide a common seal for the society, and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

- (a) The common seal shall be affixed only when authorized by a resolution of the directors, and then only in the presence of the person prescribed in the resolution, or, if no persons are prescribed, in the presence of the president and secretary, or president and secretary-treasurer.

## **PART 10 - BORROWING**

### **Borrowing**

**10.1** 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 such manner as they decide, and, in particular, but without limiting the generality of the foregoing, by the issue of debentures.

- (a) no debenture shall be issued without the sanction of a special resolution
- (b) the members may, by special resolution, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

## **PART 11 - AUDITOR**

### **Auditor**

**11.1** The part applies only where the society is required, or has resolved, to have an auditor.

- (a) the first auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of auditor.
- (b) at each general meeting, the society shall appoint an auditor to hold office until he is re-elected or his successor is appointed at the next annual general meeting.
- (c) an auditor may be removed by ordinary resolution
- (d) an auditor shall be informed forthwith in writing of appointment or removal
- (e) no director and no employee of the society shall be auditor
- (f) the auditor may attend general meetings

## **PART 12 - NOTICE TO MEMBERS**

### **Notice to members**

**12.1** A notice may be given to a member, either personally or by mail to him at his registered address. Section 77 of Society Act states, notice of a general meeting of a society that has more than 250 members is, if permitted by the bylaws, deemed to have been sent under Sec 77, subsection (1)

- (a) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address.
- (b) notice of the date, time and location of the meeting

- (i) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or
- (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

## **PART 13 - BY-LAWS**

### **By-Laws**

**13.1** On being admitted to membership, a member is entitled to, and society shall give him, a copy, without charge, of the society

- 6 r (a) constitution
- (b) by-laws

**13.2** These by-laws shall not be altered or added to, except by special resolution.

**By-Law Review Task Group presented to AGM on Feb 28, 2017 for unanimous approval**

Mandatory for New Society Act commencing November 28, 2016 - deadline to file is Nov 28, 2018