

**Constitution of *Nanaimo and District Fish and Game Protective Association***  
**(the "Society")**

- 1) The name of the Association is the 'Nanaimo and District Fish and Game Protective Association.
- 2) The purposes and objectives of the association shall be
  - a. To encourage the conservation of our renewable natural resources, soil, water, forests, wildlife and their habitat
  - b. To encourage strict enforcement of Game Laws and Regulations.
  - c. To actively oppose all unfair, illegal, and unsportsmanlike methods of hunting and fishing.
  - d. To actively oppose individuals, corporations, and government agencies who engage in activities which unnecessarily pollute our environment and degrade our quality of life.
  - e. To obtain and maintain reasonable public access to all forest and other recreational areas of the province.
  - f. To actively support the right of all people holding applicable licenses to hunt and fish for sport, in perpetuity, for all species, over all lands and in all waters, subject only to such regulations as may be required in the interests of conservation of the fish and wildlife resource.
  - g. To actively support the right of all people to own and use firearms and bows to hunt, and to engage in casual and competitive shooting activities and sports.

# **Bylaws of Nanaimo and District Fish and Game Protective Association (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 apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

- (a) Adult single membership (available to individuals aged 18 to 65. The age range that defines "adult" may be revised by the Board of Directors in order to conform to the age range specified by the insurance carrier in order to allow the Club to provide insurance coverage. This will apply to all instances of "adult" within this document.)

- (b) Family membership (available to families, a family being comprised of one or two adult persons being 18 years of age or older with children of an age dictated by law or younger. The age range for a "child" or "children" may be revised by the Board of Directors in order to conform to the age range specified by the insurance carrier in order to allow the Club to provide insurance coverage. This will apply to all instances of "child" or "children" within this document.)
- (c) Junior single (available to individuals of an age dictated by law or younger. The age range for a "junior" member may be revised by the Board of Directors in order to conform to the age range specified by the insurance carrier in order to allow the Club to provide insurance coverage. This will apply to all instances of "junior" within this document.)
- (d) Senior single membership (available to individuals 65 years of age and older. The age range for a "senior single" member may be revised by the Board of Directors in order to conform to the age range specified by the insurance carrier in order to allow the Club to provide insurance coverage. This will apply to all instances of "senior single" within this document.)
- (e) Honorary Life members.
- (i) A member of the Association who has made a significant contribution to the Association over a period of time may be honoured by being named honorary life member. Such members shall have all the privileges and rights of membership. Such memberships shall be for the lifetime of the individual named and without payments of dues, fees, or subscriptions.
- (ii) The name of the candidate for honorary life membership may be submitted to the board of directors by any member in good standing. The board

of directors may confer honorary life memberships at its sole discretion and is not obligated to do so as the result of a nomination properly made and may confer honorary life membership on an individual whether nominated for the honour or not.

### **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, if any, must be determined by the Board, and approved by special resolution at the annual general meeting of the society.

### **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.

## **Expulsion of a member**

- 2.7** (1) A member of the society may be disciplined or expelled by special resolution.
- (2) Before a member of a society is disciplined or expelled under subsection (2.7) or the bylaws, the society must
- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
  - (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
- (3) The directors may, at any time, suspend a member's range privileges indefinitely

## **Part 3 — General Meetings of Members**

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

- 3.1** (a) A general meeting must be held at the time and place the Board determines.
- (b) Notice of the date, time and location of the meeting will be sent to every member of the society who has provided an email address to the society and
- (c) Notice of the date, time and location of the meeting will be 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.
- (d) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting

## **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 3 voting members or 10% of the voting members, whichever is greater.

### **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** (a) 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.

(b) Candidates for positions where the term has expired shall be chosen as follows:

- (i) by a nominating committee appointed from those directors whose term of office does not expired in that year.
- (ii) nominated from the floor
- (iii) all nominees must accept the nominations, either in person or by mail or email

### **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 and no more than 11 directors.

### **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.

### **Qualification**

- 4.5** No person shall be qualified to be President of the Society unless that person has been a member of the Board of Directors of the Society for at least two years, but not necessarily the year preceding the election.

## **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.

## 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) Immediate past president
- (c) Vice-president;
- (d) Secretary;
- (e) 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.

### 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) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **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.

## **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 record 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 — Liquidation and Dissolution of the Association

**8.1** Liquidation and dissolution of the Association shall be done in accordance with section 123 through 132 of the Societies Act. In the event of winding up or dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or pursuing the same purpose as this Association as may be determined by the members of the Association at the time of winding up or dissolution and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided, however that such organizations referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under provisions of the *Income Tax Act of Canada* from time to time in effect.