

## CONSTITUTION.

- 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.
- 3.) The Association shall maintain active membership in the British Columbia Wildlife Federation.
- 4.) 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. (This provision is unalterable)
- 5.) The aims of the Association shall be carried out without purpose of gain for its members and any profit or other accretion to the Association shall be used for furthering its aims. (This provision is unalterable)

# SOCIETY ACT

## BY-LAWS

OF

### NANAIMO & DISTRICT FISH AND GAME PROTECTIVE ASSOCIATION

#### Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
  - "**director**" includes a trustee, officer, member of an executive committee and a person occupying any such position by whatever name.
  - "**Society Act**" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - "**registered address**" of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

#### Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. Following are the classes of membership in the association:
  - (a) adult single membership (available to individuals aged 19 to 65)
  - (b) family membership (available to families, a family being comprised of one or two adult persons being 19 years of age or older with children 18 years of age or younger);<sup>i</sup>
  - (c) junior single (available to individuals 18 years of age or younger, or individuals attending a post-secondary institution).
  - (d) Senior single membership (available to individuals 65 years of age and older).
  - (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.
4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
  5. Every member must uphold the constitution and comply with these bylaws.
  6. Annual membership dues shall be an amount determined from time to time by special resolution at the annual general meeting of the society.
    - (a) Any other charges, including but not limited to daily user rates, range passes, non-member user rates, facility rentals rates etc shall be an amount determined from time to time by special resolution at the annual general meeting of the society.
    - (b) The definition of any or all of the classes of membership shall be determined from time to time by special resolution at the annual general meeting of the society.
  7. A person ceases to be a member of the society:
    - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
    - (b) on his or her death or, in the case of a corporation, on dissolution,
    - (c) on being expelled, or
    - (d) on having been a member not in good standing for 30 days.
  8.
    - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
    - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
    - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. The directors may, when they think fit, convene an extraordinary general meeting.

12.

- (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

13. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### **Part 4 — Proceedings at General Meetings**

14. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

15.
  - (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - (2) A quorum is 24 members present or a greater number that the members may determine at a general meeting.
16. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
17. Subject to bylaw 18, the president of the society, a vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
18. If at a general meeting
  - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
19.
  - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
20.
  - (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) 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 member, and the proposed resolution does not pass.
21.
  - (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands except for the election of officers or at the request of the membership, in which case voting will be by secret ballot.
  - (3) Voting by proxy is not permitted.

## Part 5 — Directors and Officers

22.

- (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

23.

- (1) The duly elected president, 2 vice presidents, secretary, treasurer, the immediate past president, and one or more other persons are the directors of the society.
- (2) The number of directors must be 6 or a greater number determined from time to time at a general meeting. <sup>ii</sup>

24.

- (1) The directors must retire from office at the annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.

25.

- (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

26.

- (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

27. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

28. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## Part 6 — Proceedings of Directors

- 29.
- (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2) 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 directors then in office.
  - (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, a 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.
  - (4) A director may at any time, and the secretary, on the request of the director, must, convene a meeting of the directors.
- 30.
- (1) The directors may delegate any, but not all, of their powers to committees consisting of a member or members as they think fit.
  - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
31. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members present who are members of the committee must choose one of their number to be the chair of the meeting.
32. The members of a committee may meet and adjourn as they think proper.
33. 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 constituted, if a quorum of the directors is present.
34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable, facsimile or email of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and

- (b) any and all meetings of the directors of the society, notice of which has not been given to that director or, if a quorum of the directors is present, are valid and effective.
- 35.
- (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  - (2) In the case of a tie vote, the chair does not have a second or casting vote.
36. A resolution proposed at a meeting of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
37. 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 7 — Duties of Officers**

- 38.
- (1) The president presides at all meetings of the society and of the directors.
  - (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
39. The vice presidents must carry out the duties of the president during the president's absence.
40. The Secretary must do the following:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (d) have custody of the common seal of the society;
  - (e) maintain the register of members.
  - (f) keep minutes of all meetings of the society and directors
  - (g) record attendance at all meetings of the society and directors
41. The treasurer must:
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) render financial statements to the directors, members and others when required.
42. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **Part 8 — Seal**

43. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
44. 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 secretary treasurer.

## **Part 9 — Borrowing**

45. 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
46. A debenture must not be issued without the authorization of a special resolution.
47. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **Part 10 — Auditor**

48. This Part applies only if the society is required or has resolved to have an auditor.
49. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
50. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
51. An auditor may be removed by ordinary resolution.
52. An auditor must be promptly informed in writing of the auditor's appointment or removal.
53. A director or employee of the society must not be its auditor.
54. The auditor may attend general meetings.

## **Part 11 — Notices to Members**

55. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
56. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
57.
  - (1) Notice of a general meeting must be given to
    - (a) every member shown on the register of members on the day notice is given, and
    - (b) the auditor, if Part 10 applies.

- (2) No other person is entitled to receive a notice of a general meeting.

**Part 12 — Bylaws**

58. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
59. These bylaws must not be altered or added to except by special resolution.

**Part 13 - Order of Business.**

60. The order of business at all meetings shall be according to Bourinot's "Rules of Order".

**Part 14 - Rules or Order.**

61. The rules of order at all meetings shall be according to Bourinot's "Rules of Order".

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- <sup>i</sup> Amended from: family membership (available to families, a family being comprised of one or two adult persons being 19 years of age or older with a maximum of three children (18 years of age or younger)); at the 2002 AGM.
- <sup>ii</sup> Amended from: The number of directors must be 15 or a greater number determined from time to time at a general meeting. at the 2003 AGM

Effective as at 2010-10-13