

**CONSTITUTION AND BY-LAWS**  
**of the**  
**Williams Lake Sportsmen's Association**

**CONSTITUTION**

**ARTICLE 1 – Name**

The name of the Society is WILLIAMS LAKE ROD AND GUN CLUB.

**ARTICLE 2 – Objects**

Section 1:

The objects of the Society are to promote outdoor recreation, wildlife conservation, firearm training and safety and other allied objects connected with hunting and fishing.

**ARTICLE 3 – Location of Operations**

The operations of the Society shall be carried on in the Cariboo Chilcotin.

**BY – L A W S**

**PART 1 - INTERPRETATION**

1. In these by-laws, unless the context otherwise requires,
  - a) “directors” means the directors of the Society ~~for the time being~~ as elected by the members at the Annual General Meeting (the “AGM”) from time to time;
  - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c) “registered address” of a member means his mailing address or email address as recorded in the register of members.
2. The definition of the Society Act on the date these by-laws became effective apply to these by-laws.
3. 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**

4. The members of the Society are applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.
5. A person shall be accepted as a member of the Society upon payment of the prescribed fee in the amount determined by the directors from time to time.
6. Every member shall uphold the constitution and comply with these by-laws.
7. Membership categories and fees shall be determined from time to time by the directors of the Society.
8. The term of a membership shall commence on the day the membership fee is paid and continue for twelve (12) months to the first anniversary date of the membership purchase.
9. A person shall cease to be a member of the Society,
  - a) by delivering his resignation in writing to the secretary of the Society, by emailing to the email address of the Secretary of the Society or by mailing or delivering it to the address of the Society, or
  - b) on his death or in the case of a corporation, on dissolution, or
  - c) on being expelled, or
  - d) on having been a member not in good standing for a period of time prescribed by the directors of the Society.
10. A member may be expelled by a special resolution of the members passed at a general meeting.
11. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for expulsion.
12. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
13. All members are in good standing except a member who failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society, and he is not in good standing so long as the debt remains unpaid or for such period of time prescribed by the directors of the Society.

## **PART 3 – MEETINGS OF MEMBERS**

14. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
16. The directors may, when they think fit, convene an extraordinary general meeting.
17. Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
18. 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.
19. An annual general meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

#### **PART 4 – PROCEEDING AT GENERAL MEETINGS**

20. Special business is:

All business at an extraordinary general meeting except :

- i. The adoption of rules of order;
  - ii. The consideration of the financial statements;
  - iii. The report of the directors;
  - iv. The election of directors;
  - v. The appointment of the auditor, if required; and
  - vi. The other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
21. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  22. If any time during a general meeting there ceases to be a quorum present, business then in progress shall ~~be~~ be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  23. A quorum is fifteen (15) members present or a greater number that the members may determine at a general meeting.
  24. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting shall 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

25. Subject to by-law twenty-six (26), the president of the Society, the vice-president, or, in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
26. If at a general meeting:
  - a) There is no president, vice-president or other director present within fifteen (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 chairman, the members present shall choose one of their number to be chairman.
27. A general meeting may be adjourned from time to time and from place to place, and business that was conducted at the meeting prior to the adjournment occurring shall be deemed to have been properly constituted and conducted and shall be deemed to be valid and enforceable.
28. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
29. Except as provided in by-law twenty-eight (28), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
30. No resolution proposed at a meeting need be seconded and the chairman of the meeting may move or propose a resolution.
31. In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
32. A member in good standing, who is sixteen years of age or older, is entitled to one (1) vote. A non-voting member is a member in good standing who is under the age of sixteen (16) years.
33. Voting at a general meeting shall be permitted by :
  - a) show of hands;
  - b) secret ballot if voted on and passed by a majority of the members present at a general meeting;
  - c) absentee ballot in a manner and form approved of by the directors from time to time; and
  - d) electronic ballot in a manner and form approved of by the directors from time to time.
34. A corporate member may vote by its authorized representative, who is entitled to speak and to one (1) vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society. The directors may determine fees and other rights and restrictions of corporate members as they deem appropriate from time to time.
35. Voting by proxy is not permitted.

## **PART 5 – REQUISITION FOR GENERAL MEETING**

36. The directors of the Society, on the requisition of ten (10) percent or more of the voting members of the Society, herein called the requisitionists, shall convene a general meeting of the Society in the manner provided for an extraordinary general meeting.
37. The requisition shall
  - a) State the purpose of the general meeting;
  - b) Be signed by the requisitionists;
  - c) Be delivered or sent by registered mail to the address of the Society, and may consist of several documents in a similar form, each signed by one or more requisitionists.
38. If, within twenty-one (21) days after the date of the delivery of the requisition, the directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within four (4) months after the date of the delivery of the requisition.
39. A general meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.
40. For the purposes of this part, a member who has the right to vote is a voting member.

## **PART 6 - DIRECTORS AND OFFICERS**

41. The directors may exercise all powers and do all the acts and things that the Society may exercise and do and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, subject, nevertheless, to
  - a) all laws affecting the Society;
  - b) these by-laws; and
  - c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
42. No rule made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
43. The president, vice-president, secretary, treasurer, Sergeant at Arms and one or more other persons shall be the directors of the Society.
44. The number of directors shall be fourteen (14) or a greater number determined from time to time at a general meeting.
45. Directors shall serve a two year term with half being elected each year; however, those directors elected to serve in the offices of president, vice-president, secretary, treasurer

and sergeant-at-arms shall be elected for and serve one year terms. Directors shall continue to be member's in good standing throughout their term as a director.

46. At the end of their respective terms, the directors shall retire from office at each annual general meeting when their successors shall be elected.
47. Separate elections shall be held for each office to be filled.
48. An election may be by acclamation; otherwise it shall be by ballot.
49. If no successor is elected, the person previously elected or appointed continues to hold office.
50. No person may be elected president for more than two (2) consecutive one (1) year terms.
51. No person may be elected as a director unless he has been a member in good standing of the Society for a period of at least two (2) consecutive years preceding the annual general meeting unless this restriction is waived by an ordinary resolution at the annual general meeting.
52. No person may be elected as president, vice-president, secretary or treasurer unless he has been a director for at least two (2) consecutive years preceding the annual general meeting unless this restriction if waived by an ordinary resolution at the annual general meeting.
53. Except as provided by by-law number forty-five (45) herein, the directors may at any time appoint a member as director to fill a vacancy in the directors.
54. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
55. If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
56. No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in office.
57. 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.
58. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

#### **PART 7 – PROCEEDINGS OF DIRECTORS**

59. The directors may meet together at such places as they think fit for the dispatch of business and may adjourn and otherwise regulate their meetings and proceedings as they see fit.

60. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the directors then in office.
61. The president shall be chairman of all meetings of the directors unless the directors otherwise decide.
62. A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
63. The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
64. A committee so formed in the exercise of the power as 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 exercise of those powers to the directors.
65. Subject to directions of the directors, a committee so formed shall determine its own procedure.
66. The members of such a committee may meet and adjourn as they think proper.
67. 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, 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.
68. 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 or email, of any meeting of the directors and may at any time withdraw the waiver; and until the waiver is withdrawn,
  - a) No notice of meeting of directors shall 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, shall, if a quorum of the directors is present, be valid and effective.
69. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
70. In case of an equality of votes the chairman does not have a second or casting vote.
71. No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chairman of the meeting may move or propose a resolution.
72. 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 directors.

## **PART 8 – DUTIES OF OFFICERS**

73. The president shall preside at all meetings of the Society and of the directors.
74. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
75. The vice-president shall carry out the duties of the president during his absence.
76. The secretary shall
  - a) Conduct the correspondence of the Society;
  - b) Issue notices of meetings of the Society and directors;
  - c) Keep minutes of all meetings of the Society and Directors;
  - d) Have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - e) Have custody of the common seal of the Society; and
  - f) Maintain the register of members.
77. The treasurer shall
  - 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.
78. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
79. Other officers, if any, shall perform such duties as the members decide.
80. The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
81. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## **PART 9 – SEAL**

82. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
83. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons 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**

84. 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 the foregoing, by the issue of debentures.
85. In particular, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money by way of mortgage or loan.
86. No debenture shall be issued without the sanction of a special resolution.
87. 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 11 - AUDITOR**

88. A chartered professional accountant or a committee of any three members of the Society who are not directors of the Society, may be appointed as auditor or auditing committee to audit the accounts of the Society.
89. An auditor or audit committee may be removed by ordinary resolution.
90. An auditor or audit committee shall be informed forthwith in writing of appointment or removal.
91. No director and no employee of the Society shall be auditor or a member of an audit committee.
92. The auditor or members of an audit committee may attend general meetings.

## **PART 12 – NOTICE TO MEMBERS**

93. A notice may be given to a member, either personally or by mail to him at his registered address or by email to the email address provided by the member. Notices shall also be posted on the website of the Society and at public locations where possible, but public postings and website notices shall not constitute required notice under these by-laws.
94. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is mailed, 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. A notice sent by email shall be deemed to have been given immediately upon sending and if no undeliverable message is received.
95. Notice of a general meeting shall be given to all members in good standing.
96. No other person is entitled to receive a notice of general meeting.

### **PART 13 – BY LAWS**

97. Any member of the Society is entitled to a copy of the constitution and by-laws upon paying the sum of One Dollar (\$1.00). Copies of the by-laws will also be available for viewing and downloading on the Society's website free of charge.
98. These by-laws shall not be altered or added to except by special resolution.

### **PART 14 – STANDING ORDERS**

99. Subject to the Society Act and these by-laws, the directors may establish rules for the orderly operation of the Society's affairs.
100. Such rules shall be called "Standing Orders" and shall come into force upon resolution at a director's meeting.
101. All members of the Society, including directors, shall be bound by Standing Orders currently in force.
102. A Standing Order shall be deemed to be currently in force if it has not been rescinded.
103. Any director who proposes that a Standing Order be amended or rescinded shall give written or verbal notice of the proposal to the Secretary of the Society, who in turn shall place that proposal on the agenda of matters to be considered at the next directors meeting.
104. No resolution to rescind or amend any Standing Order shall be put to vote until at least thirty (30) days after the notice referred to in by-law one hundred two (102)
105. The secretary of the Society shall maintain a record of all Standing Orders currently in force and shall maintain a record of the date of resolution adopting or amending any Standing Order.
106. Any member of the Society is entitled to a copy of all current Standing Orders upon paying the sum of One dollar (\$1.00).

### **PART 15 - DISSOLUTION**

107. Upon winding up and dissolution of the Society, and after payment of all debts and liabilities, the remaining assets shall be paid, transferred or delivered to the charitable institutions as determined by the directors prior to winding up and dissolution occurring.

**- E N D -**

These by-laws were adopted as amended on the \_\_\_\_ day of \_\_\_\_\_, 2016 at Williams Lake, British Columbia.

## **STANDING ORDERS**

- |    |                            |    |  |
|----|----------------------------|----|--|
| 1  | Sergeant-at-Arms duties    | 12 | Membership Chairman Records            |
| 2  | Nominating Committee       | 13 | Society Spokesman                      |
| 3  | Administration - President | 14 | Quorum - Director's meeting            |
| 4  | Debentures                 | 15 | Directors - Failing to attend meetings |
| 5  | General Meetings           | 16 | Caretaker Personal Residence           |
| 6  | Signing Authority          | 17 | Telephone for caretaker                |
| 7  | Executive Committee        | 18 | Caretaker's Residence Utilities        |
| 8  | Past President             | 19 | Multiple entries for trophies          |
| 9  | Treasurer - Bond           | 20 | Delegate Expenses                      |
| 10 | Fees on expulsion          | 21 | Memberships                            |
| 11 | Annual General Meeting     | 22 | Age for Jr. Trophies competition       |