

# CONSTITUTION AND BYLAWS



## Victoria Fish and Game Protective Association

Established in 1919, Society #S0003417

This document was passed at a special general meeting held on 21st of January, 2013, filed with the provincial registrar, and supersedes all previous versions.

# Victoria Fish and Game Protective Association

Established 1919

Society Number 3417

## **CONSTITUTION**

Effective January 21, 2013

1. The name of the Society is "The Victoria Fish and Game Protective Association". (VFGPA).
2. The purposes of the Society are:
  - 2.1 To promote conservation and good management of the wildlife and natural resources of the Province of British Columbia, and to affiliate with other societies having compatible objectives;
  - 2.2 To increase the knowledge of members of the Society regarding the fish and game potential of British Columbia, and its conservation and stewardship through the promotion of ethical hunting and sport fishing.
  - 2.3 To support and promote the right of all Canadians to own and use firearms and to affiliate with other societies having compatible objectives.
  - 2.4 To encourage and develop safe recreational and competitive sport shooting including, but not limited to: archery, pistol, rifle, shotgun, black powder, cowboy action, and air soft;
  - 2.5 To promote and encourage the proper care, security and safe handling of firearms;
  - 2.6 To cooperate with landowners in order to promote better relations between them and sportsmen;

2.7 To provide and operate buildings, ranges and equipment in accordance with the wishes of the members;

2.8 To encourage and support safe and ethical outdoor recreation.

2.9 To foster and develop in the youth of Southern Vancouver Island, an interest in outdoor activities such as: conservation, fishing, hunting, shooting and archery.

2.10 This clause is alterable.

3. In the event of the winding up or dissolution of the Society, any assets remaining after the payments of all debts and liabilities shall be transferred to some other non-profit Society having similar aims and objectives as this Society, or the Cowichan Regional District, as the members of this Society may then decide. This provision of this Constitution is unalterable
4. Notwithstanding clause 2 of the constitution, all purposes shall be organized and operated exclusively on a non-profit basis. This clause is alterable.
5. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. This clause is alterable.

# **The Victoria Fish and Game Protective Association**

**Society Number 3417**

## **BYLAWS**

Effective January 21, 2013

### **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;
  - 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 address as recorded in the register of members;
  - d. "Term" means the time between the annual general meeting and the immediate next annual general meeting;
  - e. "Officer term" has the same meaning as "term";
  - f. the terms "Association and/or Society" means "The Victoria Fish and Game Protective Association".
  - g. "Discipline" means an organized outdoor activity and may include but is not limited to archery, action shooting, black powder, skeet, trap, rifle, pistol, airsoft.
2. The definitions in the Society Act on the date these By-laws become 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**

#### **General**

4. The members of the Society are those persons who have become and remain members in accordance with the By-laws.
5. Subcategories of membership include: Adult, Family, Senior, Junior and Life.
6. A person may apply to the Directors or their designate and upon payment of all fees and levies, and acceptance by the Directors or their designate, the person becomes a member.
7. The Directors may at any time institute a new membership freeze and refuse to consider any new applications for membership.
8. Junior members shall be those members eighteen years of age or under and they shall be entitled to all privileges of general membership except as restricted by these By-Laws.
9. Life Memberships may be proposed by the Directors or membership for long or extraordinary service to the Association. Life Memberships shall be granted by resolution at a general meeting and shall entitle Life Members to all benefits of a regular membership.
10. Only members who are in good standing and junior members 14 years and older, shall be eligible to vote. A member who has failed to pay a debt due and owing by him to the Society, or is on probation or other penalty as determined by the Board, is not in good standing.

#### **Duties of Members**

11. Each member shall inform the Membership Chair or his designate in writing of his up-to-date mailing address, e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
12. Every member shall uphold the Constitution and comply with these By-laws.

#### **Membership Dues**

13. The amount of membership dues shall be proposed by the Directors and approved by a special resolution at a general meeting. The Directors may waive in whole or in part membership dues for a member.
14. Any member other than a Life Member, shall be considered to be “not in good standing” and no longer a member if he fails to pay his membership dues when they become due and payable. The membership year is the calendar year regardless of when a person becomes a member.
15. Life Members are exempt from paying membership dues.

#### **Cessation of Membership and Expulsion of Members**

16. A person shall cease to be a member of the Society by:
  - a. Delivering his resignation in writing to the Secretary of the Society, or
  - b. Mailing or delivering it to the address of the Society, or
  - c. On his death, or
  - d. On being expelled, or
  - e. Not paying the current year's dues.
17. A member may be expelled by a special resolution of the Directors.
18. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
19. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting of the Directors before the special resolution is put to a vote.

### **Part 3 - Meeting of Members**

20. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
21. Not less than 14 days notice shall be given to those members entitled to receive notice of a general meeting.
22. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
23. The Directors may, whenever they think fit, convene an extraordinary general meeting.
24. Notice of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.
25. 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.
26. The directors, on the requisition of 10% or more of the voting members of the Association must convene a general meeting of the society without delay.
27. If, within 21 days after 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 4 months after the date of the delivery of the requisition.

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

28. General meetings and Directors' meetings shall be conducted in accordance with "Roberts' Rules of Order".
29. The annual general meeting of the Society shall be held by March 31<sup>st</sup> of each year. Business to be conducted at the Annual General Meeting shall include but not be limited to:
  - a. Approval of the minutes of the previous general meeting;
  - b. The reports of the Directors;
  - c. The consideration of the previous year's financial statements;
  - d. The election of directors and officers.
30. Special business is all other business not set out in section 29.

### **Quorums for General Meetings**

31. A quorum for the transaction of business at any general or extraordinary general meeting shall consist of a minimum of 25 members present in person.
32. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
33. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended
34. If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next month (e.g., third Monday to third Monday), 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.

### **Chairing General Meetings**

35. The President of the Society, the Vice-president or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.
36. 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 chairperson, the members present shall elect one of their numbers to be Chairperson.

### **Adjournment of General Meetings**

37. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
38. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
39. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

#### **Voting at General Meetings**

40. In case of an equality of votes, the Chairperson 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.
41. A member in good standing who is present at a meeting of members, and is 14 years of age or older, is entitled to one vote.
42. Voting is by show of hands, unless the members otherwise decide.
43. Voting by proxy is prohibited.

### **Part 5 - Directors and Officers**

#### **General Powers of Directors**

44. The Directors may exercise all such powers and do all such acts and things as 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 the general meeting, but subject, nevertheless, to the provision of:
  - 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 a general meeting.
45. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

#### **Number of Directors**



46. The membership shall elect up to 12 Directors including the officers (President, First and Second Vice Presidents, Secretary, Treasurer, Membership Chair).
47. Up to 12 directors may be appointed by the “discipline” standing committees authorized by the Directors to appoint a Director to represent them (one voting Director per authorized standing committee).
48. The President may appoint up to five Directors and the Directors may appoint up to five Directors.
49. The Immediate Past President shall be a Director by virtue of having fulfilled the office of President until the President succeeding him leaves office.

#### **Terms of Directors and Their Replacements**

50. The length of term for Directors is one year – from April 1st to March 31st.
51. The Directors shall retire at the expiration of their term, when their successors shall be elected or appointed.
52. The President shall not hold office for more than two consecutive terms and there must be a gap of at least two years before he may hold the office again.
53. The elected Directors may at any time appoint a member as a Director to fill any elected Director vacancy until the next annual general meeting.

#### **Removal of Directors**

54. Subject to these By-laws, the members or the Directors may remove a Director.
55. The members may, by special resolution, remove a Director before the expiration of his office and may elect a successor to serve to the next annual general meeting.
56. The Directors may by a two thirds vote of Directors present, remove a Director for any reason and appoint a replacement.
57. A Director subject to a vote for removal must be given at least seven days written notice of such a meeting, and a brief description of the reasons. He will also be given the opportunity to defend in person or by agent prior to the vote being taken at the meeting.

#### **Conduct of Directors’ Meetings**

58. The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be one half of the Directors then in office.

59. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.
60. A Director may at any time convene a meeting of the Directors.

#### **Officers**

61. The Officers of the Association must be over 18 years of age and have been members for at least two consecutive years.
62. The President, First Vice-President, Second Vice President, Secretary, Treasurer, and Membership Chair shall be Directors and Officers of the Society, and shall be elected at the annual general meeting. The immediate Past President shall also be a Director and Officer of the Society.
63. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
64. The Directors may at any time appoint a Director to fill any Officer vacancy.
65. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

#### **Committees and Executive Committee**

66. 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 committees.
67. 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 to the Directors every act or thing done in exercise of those powers.
68. Subject to directions of the Directors, the committee shall determine its own procedure.
69. The members of a committee may meet and adjourn as they think proper.

#### **Executive Committee**

70. The Officers of the Association shall be the Executive Committee.

#### **Miscellaneous Matters**

71. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

72. In conformity with Clause 4 of the Constitution, no Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.
73. 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, fax or e-mail, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- a. No notice of meetings 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.
74. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
75. In case of an equality of votes, the chairperson does not have a second or casting vote and the motion is defeated.

#### **Resolutions in Writing**

76. A resolution in writing, signed by at least two-thirds of the existing Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
77. The Directors or Committee of the Directors may meet together at such times, and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit (provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws). The meetings may be held in whole or in part, by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

#### **In Camera Meetings**

78. The Directors and their Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

#### **Leave of Absence**

79. The Directors may grant a leave of absence to a Director or Officer on terms and conditions the Directors consider advisable.
80. The Directors may appoint an acting Director or Officer to fulfill the duties of the Director or Officer given a leave of absence.

## Part 6 - Duties of Officers and Directors

81. The President shall preside at all meetings of the Directors and Executive Committee.
82. The President is the Chief Executive Officer of the Society. The President shall:
  - a. Act as the chief executive in all matters concerning Association activities, business and proceedings, or delegate another to act in lieu of himself.
  - b. Preside at general meetings of the membership and at Directors' meetings;
  - c. Act as the official host of all Association activities or appoint a delegate;
  - d. With the concurrence of the Directors, promulgate policies, rules and/or regulations regarding the use of Association facilities, safety on the range, the conduct of competitions and other Association activities, and on such matters as may appear necessary for the good governance of the Association; provided that all such policies, rules and/or regulations are consistent with Statute, the Constitution and By-laws of the Association and resolutions of the membership.
  - e. Assign operational responsibilities to the First and Second Vice Presidents and directors.
83. The First Vice-President and Second Vice-President shall:
  - a. Direct the operational activities of the Association in accordance with the decisions of the Board of Directors.
  - b. Confer with the chairpersons of committees established for operational activities to coordinate their work and to obtain their assistance in planning, organizing, and controlling operational activities.
  - c. Maintain the Association facilities in good order and provide additional facilities through general work parties and operational committees or by outside contract; provided that expenditures for such projects do not exceed financial limits set by these By-laws, the Directors and/or resolution of the membership.
  - d. Maintain ongoing communication with members of the Society.
  - e. Act for the President when so delegated, or delegate to the Secretary or Treasurer to act in his absence.
84. The Secretary shall:
  - a. Direct the administrative affairs of the Association in accordance with the decisions of the Directors.
  - b. Conduct the correspondence of the Society,
  - c. Issue notice of meetings of the Society and Directors,
  - d. Keep minutes of all meetings of the Society and Directors,
  - e. Have custody of all records and documents of the Society except those required to be kept by the Treasurer or Membership Secretary.

- f. Have custody of the common seal of the Society.
85. The Treasurer shall:
- a. Direct the financial affairs of the Association in accordance with the decisions of the Directors;
  - b. Keep such financial records, including books of account, as are necessary to comply with the Society Act,
  - c. Confer with the chairmen of committees to co-ordinate their work and to obtain their assistance in conducting the financial affairs of the Association;
  - d. Render financial statements to the directors, members and others when required,
86. The Membership Chair shall maintain the register of membership, and is responsible for accepting applications for membership. The Membership Chair may appoint others to accept membership applications on behalf of the Association.
87. Each Director shall perform those duties assigned to him as prescribed in the Policy and Procedures Manual and/or as determined by the President, and shall participate in the deliberations of the Board of Directors.
88. Committees may be established by the Directors or through resolution of the membership to perform work or conduct Association activities that are consistent with its objectives. Committees shall report to, and work under, the direction of the Director responsible for their particular activity
- a. The committees shall be appointed by the Director responsible for a particular activity from among the members sponsoring the activity and volunteering to serve.
  - b. Each committee shall choose its own chair from among its own members. A member may serve on, and be chair of, more than one committee.
  - c. For continuous activities, a committee shall be a standing committee that shall be dissolved only by resolution when member support of that particular activity ceases.
  - d. For occasional activities, a committee shall be an ad hoc committee that shall be dissolved automatically when its duties are deemed to have been completed by the Director concerned.
  - e. Expenditures by committees shall be within financial limits set by the Directors.
  - f. Every committee shall report its revenues and expenditures to the Treasurer and he shall maintain a separate accounting for each committee, but the assets and liabilities of committees shall be held by the Association in common.
89. The Directors or members may add additional duties or powers to any Director or Officer, or transfer duties or powers among Directors or Officers.
90. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

91. A member of the Directors shall:
  - a. Act honestly and in good faith and in the best interests of the Society;
  - b. Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.
92. A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his interest to each Director and otherwise comply with the requirements of the Society Act.
93. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
  - a. The full name and residence address; and
  - b. The date on which a person is admitted as a member.
94. The Directors shall ensure all reports, including financial reports, required by law to be prepared by the Society for the annual meeting, are prepared.
95. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Society Act and Income Tax Act or other laws.
96. The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds and the transaction of financial business.
97. The Directors shall ensure proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - a. All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
  - b. Every asset and liability of the Society;
  - c. Every other transaction affecting the financial position of the Society.

#### **Part 7 - Seal**

98. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
99. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of any two Directors.

#### **Part 8 – Borrowing**

100. The Association shall have the power to borrow money on the approval of the members by special resolution at an extraordinary general meeting.

### **Part 9 – Financial Management**

101. The Directors are to ensure that a capital reserve equivalent to six months' operating expenses is maintained, based on the average of the three previous years' operating expenses. This capital reserve can only be accessed with the approval of two thirds of the members in attendance at a general meeting (extraordinary or annual).
102. The approval of contracts or the execution of formal documents or authorization of cheques requires the written signatures of any two of the members of the Executive Committee.

### **Part 10 - Auditor**

103. At each annual general meeting the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.
104. An auditor may be removed by ordinary resolution.
105. An auditor shall be informed forthwith in writing of appointment or removal.
106. No Director and no employee of the Society shall be auditor.
107. The auditor may attend general meetings.
108. If an auditor has not been appointed at the annual general meeting, the Executive Committee shall appoint from among the membership (including Directors), a committee to be known as "The Audit Committee" composed of not fewer than three members. The Audit Committee must be appointed before the end of the fiscal year of the Association, and shall review all financial statements and records as they deem necessary and shall report the results of such review to the membership at the Annual General Meeting.

### **Part 11 - Inspection of Documents by Members**

#### **Inspection by Members**

109. The following documents shall not be open to inspection by members:
- a. Documents designated by the Directors as confidential documents;
  - b. Documents related to employees;

- c. Documents related to in camera sessions of the Directors or Committees of the Directors.
110. A member wishing to inspect documents of the society must give at least thirty days written notice to the Secretary of the Society setting out the specific documents to be inspected.

#### **Part 12 - Notices to Members**

111. A notice may be given to a member either personally or by mail to him at his registered address.
112. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
113. A notice may also be given to a member by e-mailing it or faxing to an email address or fax number provided by the member.
114. A notice sent by email or fax shall be deemed to have been given on the second day following that on which the notice is sent by email or fax, and in proving that notice has been given, it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.
115. Notice of a general meeting shall be given to:
- a. Every member shown on the register of members on the day notice is given, and
  - b. The auditor, if appointed.
116. No other person is entitled to receive a notice of general meeting.

#### **Part 13 - Board of Trustees**

117. There shall be a Board of Trustees to consist of Past-Presidents and past First and Second Vice Presidents. The immediate Past-President shall be Chairman of the Board of Trustees.
118. The Officers and the Directors of the Association may consult with the Board of Trustees and obtain their guidance on any issue as they may determine from time to time.

#### **Part 14 - By-laws**

119. After being admitted a member is entitled to a copy of the Constitution and By-laws.



120. These By-Laws shall not be altered or added to except by special resolution of the members passed at an extraordinary general meeting by a majority of at least 75% of the members present at said meeting.