



South Vancouver Island Anglers Coalition

The Constitution and Bylaws of the Society

South Vancouver Island Anglers Coalition

INTERPRETATIONS:

In these Constitution and Bylaws, unless the context otherwise requires, the following interpretations apply:

Board of Directors (BOD)	= seven members of the society elected to oversee the affairs of the Society between general meetings
Bylaw	= (Also spelled by-Law) any rule, regulation set out in the bylaws or passed into force by a super majority vote of the membership
Directors	= any elected or appointed member of the Board of Directors of the Society for the time being
Executive Committee	= the president, the vice-president, the secretary, the treasurer and the immediate past president {plus any BOD appointed Director(s)}
Extraordinary General Meeting	= any general meeting of the membership except the AGM
General Meeting of the Membership	= any general meeting of the membership of the Society be it an Extraordinary, Special Called or an AGM meeting
Officers of the Society	= the president, the vice-president, the secretary, and/or the treasurer
Registered Address	= means the member's address as recorded in the register
Resolution	= a resolution or special resolution is usually a complex motion that has been pre-written and submitted prior to a general meeting
Society Act	= the Society Act of the Province of British Columbia from time to time in force and all amendments to it
South Vancouver Island Anglers Coalition <i>Society</i>	= the Society and/or SVIAC
Term of Office	= means the two year period between the Annual General Meeting when the Director is elected and the Annual General Meeting two years later

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INDEX OF ABBREVIATIONS

AGM	=	Annual General Meeting
BOD	=	Board of Directors
CCRA	=	Canada Customs and Revenue Agency
EC	=	Executive Committee
EGM	=	Extraordinary General Meeting
GST	=	Goods and Services Tax
HST	=	Harmonized Sales Tax
LCBC	=	Lottery Corporation of British Columbia
PST	=	Provincial Sales Tax
SVI	=	South Vancouver Island
SVIAC	=	South Vancouver Island Anglers Coalition <i>Society</i>

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The Constitution

1 The Name of the Society

South Vancouver Island Anglers Coalition *Society*

2 The Purposes of the Society

The purposes of the Society are:

- (a) to promote thriving, sustainable tidal water and freshwater fisheries for the enjoyment and benefit of the public on South Vancouver Island;
- (b) to advocate for healthy ecosystems and abundant populations of wild fish and invertebrates;
- (c) to encourage government to maintain and expand access to Canada's common property fish resources, thereby safeguarding angling opportunities for the benefit and enjoyment of the public; and
- (d) to educate government and the public about the economic, social and cultural value of angling to society.

3 In the Event of Dissolution

In the event of the winding up or dissolution of the Society, its funds and assets remaining after the satisfaction of its debts and liabilities shall be gifted or transferred to an organization chosen by a super –majority (two-thirds) vote of the members at a general meeting, where there is quorum, pursuant to section 149(1)(f) or (l) of the *Income Tax Act of Canada*.

4 Non-Profit Society

Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.

5 Remuneration of Directors

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.

6 Member Benefit

No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director, Officer or shareholder.

7 Alteration Protocol

Paragraphs 3, 4, 5, 6 and 7 of the Constitution are alterable in accordance with the *Society Act*.

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The Bylaws

Here set forward in numbered clauses, are the Bylaws providing for the matters referred to in Section 6 - (1) of the Society Act and any other Bylaws:

8 Membership

a) Who Can Become a Voting Member of SVIAC?

Membership in the South Vancouver Island Anglers Coalition *Society* is open to men and women over (18) eighteen years of age who live on south Vancouver Island¹, as well as companies and organizations.

b) How to Become a Member of SVIAC

To become a member of the Society, a prospective member must be recommended for membership by an existing member, purchase an annual membership and agree to uphold the Society's Code of Conduct.

c) Membership Categories

(i) Individual Membership

An Individual Membership is a voting membership open to anyone (18) eighteen years of age or older and lives on South Vancouver Island;

(ii) Company Membership

A Company Membership is a voting membership open to any company that supplies or is supportive of the public fishery whose business is located on South Vancouver Island (*see footnote on page 7*);

(iii) Organization Membership

An Organization Membership is a voting membership open to angling and outdoor clubs, associations and societies, who are located on South Vancouver Island (*see footnote on page 7*);

(iv) Associate Membership

An Associate Membership is available for those individuals, companies and societies who are located outside the geographical area of SVIAC's jurisdiction. Associate Memberships do not have voting privileges; and

¹ South Vancouver Island is defined as an area that includes the land, the islands and the water of British Columbia south of a straight line that starts at Canada's Pacific Ocean boundary and passes through Pachena Point on the west side of Vancouver Island, then to the northern tip of Mistaken Island off the east side of Vancouver Island in the Strait of Georgia.

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(v) Junior Membership

Junior Membership is available to people under the age of (18) eighteen for free and is a non-voting membership.

d) Definition of a Member in Good Standing

Individual members, company members and organization members are in good standing, except where members have failed to pay their current annual membership fee by 31st January of each calendar year, or any other subscription or debt due and owing by the member, company or association to the Society. The member, company or organization is not in good standing so long as the debt remains unpaid.

e) Setting the Annual Membership Fees

Annual membership fees must be determined each year at the AGM of the Society and agreed to by a simple majority (50% + 1) vote of the attending members in good standing, where quorum is present.

f) Circumstances Where Membership Expires

A person, company, or organization ceases to be a member of the society:

- (i) 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;
- (ii) on his or her death or, in the case of a corporation or society, on dissolution;
- (iii) on having been a member not in good standing for 12 consecutive months; and
- (iv) on being expelled.

g) Procedure for expulsion

- (i) A member may be expelled by a special resolution of the members passed with a supermajority (two-thirds) vote at any general meeting, where quorum is present;
- (ii) the notice of special resolution for expulsion must be accompanied by a brief statement of the reason(s) for the proposed expulsion; and
- (iii) the person, company, organization or their designated agent, 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.

h) Suspension of Membership

The Board of Directors may suspend membership status and voting privileges of any member should they discover that member has acted in such a manner that may damage the reputation of the Society, violated the Society Code of Conduct, or that member has been charged with criminal offence.

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i) Benefits of Membership

Upon joining the Society each member will:

- (i) receive an electronic copy of the most recent Constitution and Bylaws;
- (ii) be able to exercise a vote at any general meeting he/she attends;
- (iii) receive member correspondence of the Society;
- (iv) receive periodic newsletters;
- (v) have access to the Society merchandise; and
- (vi) have access to discounts and incentives set in place by the BOD.

9 Meetings

a) Meeting Compliance

General meetings of the Society shall be held at such time and place, in accordance with the Society Act of British Columbia, as the Directors decide.

b) Types of Meetings

Meetings of the Society may be general meetings of the membership, meetings of the Board of Directors, meetings of the Executive Committee or meetings of other special committees.

c) The Annual General Meeting

The Society shall have an AGM, which is open to all members and will be held in February each year. The date, time and location of the AGM will be selected by the Board of Directors.

d) General Meetings of the Membership and Extraordinary General Meetings

The Society may, from time-to-time, require additional meetings of the general membership that are not AGMs. Every general meeting of the membership, other than an AGM, is an EGM.

e) Who Convenes a General Meeting?

The President alone or any three members of the BOD may, whenever they think fit, convene an EGM.

f) Member Request for an Extraordinary General Meeting of the Membership

Any member in good standing may approach the President, the Vice President, the Secretary or the Treasurer or any BOD member; and with permission of President or at least (3) three members of the

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BOD, may call an EGM of the membership to bring forward any pertinent concern that member may have about the Society or its activities.

g) Protocol for Convening General Meetings of the Membership

The day, date, time and place of all general meetings will be decided by the BOD of the Society.

h) Adopting General Meeting Rules of Order

All general meetings of the membership, including the AGM will be conducted using Robert's Rules of Order and do not require those rules to be adopted at the start of each meeting.

i) Notice of General Meeting Lead Time

The BOD must notify the membership of any AGM or EGM of the Society (21) twenty-one days in advance of that meeting.

j) Notice of Meeting Detail

Notice of an AGM or EGM must specify the place, day, date and time of the meeting and, in case of special business, the general nature of that business.

k) Accidental Omission to Notify

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.

l) Extraordinary General Meeting Business Format

An EGM of the Society will include:

- (i) an agenda and a copy of any proposed special resolutions and/or special motions requiring a vote;
- (ii) reading of the minutes from the previous general meeting;
- (iii) a report from the Secretary on correspondence received and sent out;
- (ii) a report from the President or an Executive Committee member to update the members present about the activities of the Society;
- (iii) a report from the Treasurer, which will include a financial status update;
- (iv) any Special Committee reports;
- (v) any old business;
- (vi) any special resolutions or special motions;
- (vii) the appointment of an auditor, if required; and
- (viii) any new business that may be brought forward.

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m) Annual General Meeting Business Format

The AGM will include:

- (i) A literature package for each voting member, which consists of an agenda, a copy of the minutes from the previous AGM, a current financial statement of the Society and a copy of any proposed special resolutions and/or special motions requiring a vote;
- (ii) reading of the minutes from the previous AGM meeting;
- (iii) a report from the Secretary on pertinent correspondence;
- (iv) a report from the President;
- (v) a report from the Treasurer;
- (vi) any Special Committee reports;
- (vii) any old business from the previous AGM;
- (viii) any special resolutions or special motions;
- (ix) the appointment of an auditor, if required; and
- (x) any new business that may be brought to the meetings attention.

n) Election of the Board of Directors at the AGM

Upon the completion of the business portion of the AGM, an election of Executive Officers and BOD will take place only on years where a Director's Term of Office expires.

o) The Chairperson

The President of the Society, the Vice President or, in the absence of both, one of the other Officers or Directors present, shall preside as Chairperson over the general meeting. If at a general meeting:

- (i) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
- (ii) the President and all the other Directors present are unwilling to act as Chairperson; then the members present shall choose one of their number to be Chairperson.

p) Suspending and Adjourning Meetings

- (i) If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended;
- (ii) 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;
- (iii) 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; and

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(iv) except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

q) Meeting of the Board of Directors and Executive Committee

The President or a member of the Board of Directors may call a meeting of the Board as and when necessary.

r) Who Shall Chair a Board of Directors or Executive Committee Meeting?

The President shall be Chairperson of all meetings of the BOD or Executive Committee unless the Directors otherwise decide.

s) Meetings Generally

The BOD, the Executive Committee or other Committees struck by the President 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 Bylaws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

t) In Camera Meetings

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

u) Introducing a Resolution

No resolution or special resolution proposed at a meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.

v) Rules for Meetings without Quorum

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.

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10 Voting

a) Who can vote?

Voting at any general meeting of the membership is limited to those members in good standing present at the meeting. Members who are not in good standing cannot vote.

b) Number of Votes

Any member in good standing is entitled to (1) one vote.

c) Company and Organization Voting

A Company or Organization membership in good standing may exercise (1) one vote through its authorized representative, who is entitled to speak and 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.

d) Counting the Vote

At any general meeting of the membership the Chairperson, guided by the opinion of the members present, will decide if votes will be counted by ballot or by a show of hands.

e) Recording the Vote

The Secretary, or person designated to record the proceedings of the general meeting, will act as the adjudicator overseeing the votes, as well as count and record the show of hands or ballots cast in the minutes.

f) Proxy Voting

The Society does not allow proxy voting; members in good standing must attend any general meeting in order to exercise their vote.

g) Procedure for Motions and Resolutions at Any General Meeting

- (i) A simple majority (50% + 1), a supermajority (two-thirds) or a special majority (75%) vote applies to the number of eligible voting members in good standing who are present at any general meeting of the membership, where quorum has been achieved;
- (ii) regular motions will be decided by a simple majority vote of 50% + 1;
- (iii) matters of special resolution, resolutions about expulsion and resolutions on borrowing funds raised at any general meeting of the membership require a supermajority (two-thirds) vote to be accepted;

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- (iv) any special resolution of the membership to amend the Constitution and Bylaws of the Society must receive a vote approved by special majority vote (75%) of the eligible voting members present; and
- (v) in case of an equality of votes, the Chairperson shall have a casting vote.

j) Voting at Directors and Committee Meetings

- (i) Motions arising at any meeting of the Directors and Committee of Directors shall be decided by a simple majority vote (50% + 1); and
- (ii) no resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

11 Quorum

a) Criteria for Quorum at a General Meeting

For all general meetings of the membership, quorum will be the lesser of the two following criteria:

- (i) 25% of the total paid up membership, or
- (ii) (20) twenty members in good standing present.

b) Can the Meeting Start When Quorum is Not Present?

Business of the Society cannot take place at any general meeting of the membership unless there is quorum.

c) Waiting for Quorum after the Start Time of the Meeting

Should quorum NOT be achieved at the advertised start time of the meeting, the Chairperson will wait (30) thirty minutes for sufficient attendance to reach quorum. After that time, if quorum is still not achieved, the meeting will be officially cancelled and rescheduled to an alternate day and time.

d) Quorum at a Board of Directors Meeting

The Directors may from time to time fix the quorum necessary for the transaction of business at any Directors meeting, and unless so fixed the quorum shall be a minimum of one-half of the Directors then in office.

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12 The Board of Directors and Officers

a) General Powers of Directors

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 Bylaws 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:

- (i) all laws affecting the Society;
- (i) these Bylaws; and
- (iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in the general meeting of membership.

b) Rule Hierarchy

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.

c) Numbers, Titles and Qualifications of Directors

- (i) The Society shall have directors who fill the executive positions of president, vice president, secretary and treasurer;
- (ii) there shall be at least (5) five Directors to meet the requirements set out in the Society Act;
- (iii) the Society, at any general meeting of the membership, may determine the number of Board of Director members may be greater than (5) five; and
- (iv) a Director should be a member in good standing. However, the failure of a Director to be a member in good standing shall not invalidate his appointment, election, or continuance as a Director.

d) Director Term of Office

The Term of Office is (2) two years, commencing at the AGM where the director was elected into office and runs through until the AGM two year later when their Term of Office expires. The maximum consecutive term an officer can serve is 10 years.

e) Terms of Directors and Their Replacement

- (i) A Director shall be elected at the annual general meeting for a (2) two-year term of office; and
- (ii) each Director shall retire at the expiration of their term of office, when they or their successors shall be elected.

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f) Filling a Vacancy on the Board of Directors

The BOD may at any time appoint a member as a Director to fill any Director vacancy. A Director appointed by the BOD holds office until the next BOD elections at the annual general meeting.

g) Removal of Directors or Officers by Membership

The members may, by special resolution, remove a Director or Officer for any legitimate reason before the expiration of his term in office and may elect, by super majority vote (two-thirds of those eligible members in good standing present), a successor to serve through until the next annual general meeting.

h) Protocol for Removing a Director from Office

- (i) A notice of special resolution for removal of a Director must be sent to each member (21) days in advance of the general meeting of the membership, where the resolution will be addressed and shall be accompanied by a brief statement of the reason(s) for the proposed removal; and
- (ii) the person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person, or by an agent, at the general meeting before the special resolution is put to a vote.

13 Officers

a) Who are the Officers of the Society?

The President, Vice President, Secretary, Treasurer, and one or more Director as determined by the members, shall be Officers of the Society and shall serve on the Executive Committee.

b) How to become an Officer

Those Officers shall be elected at the annual general meeting by the membership. Additionally, the Directors may fill any vacancy on the Executive Committee.

b) Qualification for Becoming an Executive Officer

An Officer must be a Director and ceases to be an Officer when he/she ceases to be a Director.

c) Executive Committee of the Directors

There shall be an Executive Committee of the Directors that may exercise any of the powers or duties of the Directors between meetings of the Directors except for:

- (i) the expulsion of any member from the Society;

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- (ii) directions given by the Directors; and
- (iii) directions given by the membership at an AGM or an EGM of the membership.

d) Delegation to Committees

The President, with the agreement of the BOD, may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.

e) Protocol for Committees

- (i) Any Committee so formed shall conform to any rules that may, from time to time, be imposed on it by the President, and shall report every act or thing done in exercise of those powers to the Directors:
- (ii) subject to directions of the President, the Committee shall determine its own procedure; and
- (iii) the members of a Committee may meet and adjourn as they think proper.

f) Return of Documents and Property of the Society

At any time the Directors may require, on terms and conditions, a Director, Officer, member, employee, contractor, or a former Director, Officer, or member to return any property, funds or documents belonging to the Society that happen to be in the control or possession of such Director, Officer, member, employee, contractor or such former Director, Officer or member.

g) Miscellaneous Matters

- (i) No act or proceeding of the Directors or Officers is invalid, only by reason of there being less than the prescribed number of Directors or Officers in office;
- (ii) Each Director shall inform the Secretary or his designate in writing of his up-to date residential surface mail address, home telephone number, e-mail address (if any) and fax number (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation; and
- (iii) Notices may be given to Directors in the same manner as notices are given to members.

14 Duties of Officers and Directors

a) The President

The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide. The President is:

- (i) the Chief Executive Officer of the Society;
- (ii) the chief spokesperson for the society;

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- (iii) the supervisor of other Directors or Officers; and
- (iv) shall provide reports to the membership at the AGM of the activities of the Society.

b) The Vice-President

The Vice President shall:

- (i) assist the President;
- (ii) carry out the duties and exercise the powers of the President during any absence of the President; and
- (iii) act as Chairperson at general meetings of the membership should the President be unavailable.

c) The Secretary

The Secretary, or person designated by the Directors, shall:

- (i) conduct the correspondence of the Society;
- (ii) issue notice of meetings of the Society and Directors;
- (iii) keep minutes of all meetings of the Society and Directors;
- (iv) have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (v) have custody of the common seal of the Society; and
- (vi) act as Chairperson at general meetings of the membership should the President and the Vice President be unavailable.

d) The Treasurer

The Treasurer, or person designated by the Directors, shall:

- (i) keep the necessary records that comply with the Society Act and the Income Tax Act;
- (ii) keep such financial records, including books of account;
- (iii) shall provide financial statements to the Directors, members and others when requested;
- (iv) shall provide an annual financial statement to be available for the annual general meeting of the membership; and
- (v) act as Chairperson at general meetings of the membership should the president, vice president and secretary be unavailable.

e) Other Officers

Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an EGM.

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f) Adding or Transferring Duties or Powers to a Director

The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.

g) Absence of Secretary at a Meeting

In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

h) Miscellaneous

The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

i) Conduct of the Directors

A Director shall:

- (i) act honestly and in good faith and in the best interests of the Society; and
- (ii) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

j) Keeping a Registry of Membership

The Directors shall enter in the Society register the names of Directors of the Society and the name of every other person admitted as a member of the Society, together with the following particulars of each:

- (i) the full name, residence address, telephone number and email address, where applicable;
- (ii) the date on which a person is admitted as a member;
- (iii) the date on which a person ceases to be a member; and
- (iv) record the payment(s) of annual membership fees

k) Preparation of Reports for the AGM

The Directors shall ensure that all reports, including financial reports, required for the annual general meeting are prepared.

l) Accounting Protocols

The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (i) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- (ii) every asset and liability of the Society; and

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(iii) every other transaction affecting the financial position of the Society.

m) Filing of Reports and Tax Returns

The Directors shall ensure that all financial and other reports that must be filed after the annual meeting are submitted within the prescribed time frame as required by the Society Act and Income Tax Act or other law.

n) Professional Opinion and Counsel

The Directors may seek professional legal, financial or scientific advice about any aspect of the operations or lobbying activities of the Society.

o) Employing Companies, Contractor or Individuals

The Directors may hire full-time or part-time employees and/or enter into contractual arrangements with corporations, sole-proprietorships or individuals to undertake services or work as deemed necessary by the Directors of the Society.

p) Remuneration for Directors

In conformity with clause 5 of the Constitution, no Directors or Officers 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.

q) Disclosure of Interest to Avoid Conflict

An Officer or Director 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.

r) Awarding Contracts for Services Required to Society Members

An Officer, Director or Member of the Society may be contracted, directly or through a company which he/she owns in whole or in part, to provide services required by the Society for remuneration, provided those services are not the voluntary duties required to act as a Director of the Society and no conflict of interest exists.

15 The Common Seal of the Society

(i) The Directors must 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;

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- (ii) the common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors; and
- (iii) the Secretary of the Society will have custody of the seal and keep it with the records.

16 Financial

a) Bank Account

- (i) The society shall keep a bank account at a chartered bank, credit union, or trust company, where Society funds are covered and protected by the Canadian Deposit Insurance Corporation; and
- (ii) the society shall maintain only (1) one bank account for the deposit of all funds generated by or donated to the society.

b) Cheque Writing Protocol

The rules for writing and signing cheques on the Society bank account are as follows:

- (i) cheque payments must be approved by simple majority vote of either the Executive Committee, the BOD or the membership at a general meeting of the society;
- (ii) four members of the BOD will be appointed to and approved by the society's financial institution to sign any cheques; and
- (iii) all cheques must have (2) two authorised signatures to be valid.

c) Depositing Funds

Any and all funds secured for the Society, by any means, must be immediately deposited into the Society bank account by the Treasurer or his designate.

d) Fundraising

- (i) The Society may operate fund raising events, meat draws, sports pools, raffles, draws, lotteries, bingos and/or casinos to raise money for the society; and
- (ii) any such fund raising venture must be formally licensed by the Gaming and Enforcement Branch of the BC Ministry of Public Safety and Solicitor General, operated in compliance with BC Gaming Control Act regulations and all necessary details, records and accounting must be submitted within the prescribed time frame.

e) Investment of Assets

The society may invest funds surplus to operational requirements outside the Society bank account for the opportunity of increased return on investment, but must follow the following protocols:

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- (i) any investment of monetary assets must be approved by a super majority (two-thirds) at a general meeting of the membership, where there is quorum;
- (ii) only guaranteed investments instruments may be purchased;
- (iii) the executive committee may seek professional investing advice in order to identify suitable opportunities for investing;
- (iv) no one investment shall contain more than one third of the society's investible capital; and
- (v) the signatures of (2) two members of the BOD are necessary to make investment purchases, transfers and/or sales at any time.

e) Purchase of Hard Asset

The Society may also entertain investing funds surplus to operational requirements in hard assets (property, precious metals, etc.), any such opportunity must be put to the membership as a comprehensive information package, which outlines the capital costs, the maintenance fees, the potential returns and the potential risks. Any approving vote on such a venture requires a supermajority (two-thirds) of members in good standing at a general meeting, provided there is quorum.

f) Miscellaneous

- (i) Upon request, all monetary investments must be cashable within (3) three months; and
- (ii) members of the society must submit all funds belonging to the Society directly to the treasurer as soon as possible.

g) Taxes, HST, GST and PST

- (i) The Society must register with provincial and federal tax agencies in order to comply with any regulations of commerce regarding societies;
- (ii) where the Society raises funds by selling products or generating income the Society will collect, declare and submit any and all provincial or federal tax due from such sales; and
- (iii) the Society will keep necessary records of income generating activities to satisfy tax law.

h) The Ability for the Society to Borrow

- (i) 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 a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures;
- (ii) no debenture shall be issued without the sanction of a special resolution of the membership, where that resolution receives a supermajority (two-thirds) vote in favour; and

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(iii) the members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next AGM.

i) Auditor

- (i) At each annual general meeting, the Society may, if so preferred, appoint an auditor to hold office until he is re-elected or his successor is elected at the next AGM:
- (ii) an auditor may be removed by ordinary resolution;
- (iii) an auditor shall be informed forthwith in writing of appointment or removal;
- (iv) the auditor must be a registered Chartered Accountant;
- (v) no Director and no employee of the Society shall be auditor; and
- (vi) the auditor may attend any general meeting.

17) Inspection of Documents by Members and Directors

a) Inspection Protocol

Subject to the BC *Personal Information Protection Act* and the federal *Personal Information Protection and Electronic Documents Act*:

- (i) the books, accounts and records of the Society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice, where reasonable notice is considered (7) days, at the office of the society but no copies can be made unless authorized by the directors; and
- (ii) subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

18 Notices to Members

a) Protocol for Giving Notice to Members

- (i) A notice may be given to a member either personally or by mail to him at his registered address;
- (ii) a notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent 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;
- (iii) a notice may also be given to a member by emailing it or faxing it to an email address or fax number provided by the member; and

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(iv) 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 Bylaws.

b) Who Receives Notice of a General Meetings?

Notice of a general meeting shall be given to:

- (i) every member shown on the register of members on the day notice is given;
- (ii) the auditor; and
- (iii) no person, other than those mentioned in the (i) and (ii) above, is entitled to receive a notice of general meeting.

c) Notice Regarding a Resolution for Expulsion of a Member

In the event of a resolution for expulsion of a member, the notice of the general meeting where the expulsion resolution will be addressed and a copy of the resolution detail shall be hand delivered (served) or sent by registered mail to the member in question.

19) Constitution and Bylaws

a) Who can have a copy of the constitution and bylaws?

After being admitted, every member is entitled to an electronic copy of the most recent version of the Constitution and Bylaws at no charge, which can be delivered by email or through download from the Society website. Upon paying the sum of \$5.00 a new member can also request the Society provide them with a hard copy of the Constitution and Bylaws.

c) Obtain Additional Hard Copies of the Constitution and Bylaws

Additional hard copies of the latest version of the full constitution and bylaws are available at \$5.00 each from the Secretary.

d) Amending the Constitution and Bylaws

Certain parts of the constitution and bylaws are amendable. Amending the constitution and bylaws can only take place under the following circumstances:

- (i) any proposed amendment must be written as a special resolution and must be sent to every member of the society in advance of consideration at a general meeting of the membership and a vote;

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- (ii) the proposed amending resolution must identify the existing portion of the constitution and bylaws that is to be considered for amendment and the suggested wording of the proposed amendment;
- (iii) any such amending resolution must be brought to a vote of the membership at an AGM or an EGM of the society for discussion and a vote;
- (iv) the notice of vote on the amending resolution must be sent out to the membership (21) twenty-one days in advance of the general meeting, where such amendment will be considered;
- (v) to be accepted by the society the resolution to amend the constitution and bylaws must pass a vote with a special majority of 75% in favour of the amendment at a general meeting of the membership, where quorum is present; and
- (vi) where an amending resolution passes the 75% voting approval of the membership of the Society, it still does not come into full force until the amendment documentation and meeting records of the vote have been filed with the BC Register of Companies, their fees are paid in full and a receipt of approval has been provided to the executive committee.

e) Receiving an Amended Copy of the Constitution and Bylaws

If the constitution and bylaws are successfully amended:

- (i) the members of the society may receive a hard copy of the signed and dated approved amended portion of the document by paying a sum of \$5.00; and
- (ii) an electronic version will be published on the Society website.

20 Address of Society

The Society will maintain an independent surface mailing address that will be published on all correspondence and materials generated by the Society.