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CAROL PREST

## CONSTITUTION

BC Society • Societies Act

**NAME OF SOCIETY: SEMIAHMOO FISH AND GAME CLUB**

**Incorporation Number: S0005194**

**Business Number: 81587 3625 BC0001**

**Filed Date and Time: November 29, 2017 10:11 AM Pacific Time**

The name of the Society is SEMIAHMOO FISH AND GAME CLUB

The purposes of the Society are:

**1. The objectives of the Society are:**

- (a) To promote and disseminate a knowledge of safe and proper practices in hunting, fishing and allied activities among the people of our District.**
- (b) To bring together all sports minded men and women who have a common interest in the promoting within the organization of the club, a pistol and rifle section, a trap and skeet-shooting section, an archery section and all other activities associated with a fish and game club.**
- (c) To promote and foster conservation and propagation of fish, game and forests in British Columbia in order to protect our heritage for the future.**
- (d) To develop characteristics of honesty, good fellowship, self-reliance and respect for the law that are essential of good citizenship.**
- (e) To co-operate with other clubs and associations having like objectives.**
- (f) To promote and encourage the education in good sportsmanship of Junior citizens of the District.**
- (g) To purchase, hire, or otherwise acquire for the purposes of the Society any real or personal property, and in particular, any lands, buildings, furniture, club and household effects, and any and all apparatus, appliances, conveniences and accommodations for the purposes aforesaid, and, so far as it may be legal, from time to time to sell, demise, let, mortgage or dispose of the same.**
- (h) To erect, maintain, improve or alter any building or other equipment for the purpose of the Society.**
- (i) To borrow or raise money by the issue of or upon security of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities or the club, or by mortgage or charge of all or any part of the property of the Society in accordance with the provisions of the By Laws and the authority of an extraordinary resolution of the Society.**

**2. The operations of the Society are to be carried on chiefly in the Lower Mainland in the Province of British Columbia.**

  
CAROL PREST

## **Bylaws**

### **of Semiahmoo Fish and Game Club (the "Society")**

#### **Part 1 – Definitions and Interpretation**

##### **1.1 In these Bylaws:**

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time

##### **1.2 The definitions in the Act apply to these Bylaws.**

##### **1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.**

#### **Part 2 – Members**

##### **Application for membership**

2.1 All new members are not accepted into membership until the Board, or Board designate, has had an opportunity to review the application and that the Board has the discretion to remove members at any time if the member ceases to qualify for membership.

2.2 The membership of the Society shall consist of Individual Members, Junior Members, Senior Members, Family Members,



Honorary Life Members, and Honorary Life Associate Members, as follows:

- (a) Individual Members are individual persons who have attained the age of 19 years through 64 years, inclusive, and who are not Senior Members nor Honorary Life Members nor part of a Family Membership;
- (b) Junior Members are individual persons who have not yet attained the age of 19 years, and who are not Honorary Life Members nor part of a Family Membership;
- (c) Senior Members are persons who have attained the age of 65 years or more, and may consist of 1 member or 2 members, the 2 members being an individual 65 years or older together with their spouse regardless of age;
- (d) Family Members are individual persons eligible to be Individual Members, as well as their spouses and/or their children yet to attain the age of 19 years. Children who reside with their parent(s) and have attained the age of 19 years must apply to be Individual or Senior Members, being no longer eligible to be part of their parent(s)'s Family Membership;
- (e) Voting Members are all ordinary paid up members of the age of majority and who will have voting privileges;
- (f) Honorary Life Members are individual persons whom, in recognition of long and meritorious service to the Society, or in recognition of 35

years of continuous membership in the Society, the Board has recommended to the Society be accepted as Honorary Life Members, and such recommendation has been accepted by the membership of the Society at a general meeting. This position shall carry all the rights and voting privileges of an ordinary paid up member; and

- (g) Honorary Life Associate Members are individual persons whom, in recognition of outstanding contributions to the fields of endeavour mentioned in the constitution of the Society, the Board has recommended to the Society be accepted as Honorary Life Associate Members, and such recommendation has been accepted by the membership of the Society at a general meeting. Honorary Life Associate Members are not voting members.

### **Duties of members**

2.3 Every member must:

- a) uphold the Constitution of the Society;
- b) comply with these Bylaws; and
- c) adhere to the rules and regulations of the Society (the "Rules and Regulations"), as determined by the Board from time to time and published electronically on the website of the Society.



## **Amount of membership dues**

2.4 The amount of the annual membership dues, if any, must be determined by the Board, and must be approved by the membership at a general meeting of the Society. The following types of members shall not be subject to membership dues:

- (a) Honorary Life Members; and
- (b) Honorary Life Associate Members, unless an Honorary Life Associate Member applies to become an Individual Member, Senior Member, or part of a Family Membership, in which case the specific Honorary Life Associate Member concerned shall be subject to the dues, if any, required of an Individual Member, Senior Member, or as part of a Family Membership.

## **Member not in good standing**

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues within the time specified in the Society's Rules and Regulations, and the member is not in good standing for so long as those dues remain unpaid.

## **Member not in good standing may not vote**

2.6 A voting member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **Termination of membership if not in good standing**

2.7 Member discipline or expulsion will be a decision of the Board.

## **Part 3 – General Meeting of Members**

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

3.1 A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the Board not requiring the passing of a special resolution.

### **Notice of special business**

3.3 A notice of a general meeting must state the nature of any



business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair, or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

- 3.7 The quorum for the transaction of business at a general meeting is 5 voting members plus 2 members of the Board, or 10% of the voting members plus 2 members of the Board, whichever is lesser.

### **Lack of quorum at commencement of meeting**

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

### **Adjournments by chair**

- 3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.



### **Notice of continuation of adjourned general meeting**

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
  - (iii) elect or appoint directors; and
  - (iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and

(h) terminate the meeting.

### **Methods of voting**

3.13 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

3.14 The chair of a general meeting must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

3.15 Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution

## **Part 4 – Directors**

### **Nominating committee**

4.1 A Nominating Committee of 3 or more members shall be set up for the purpose of contacting members who would be willing to stand for office on the Board.



## **Number of directors on Board**

- 4.2 The Society must have no fewer than 13 and no more than 18 directors.

## **Election or appointment of directors**

- 4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

## **Directors may fill casual vacancy on Board**

- 4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

- 4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

# **Part 5 – Directors' Meetings**

## **Calling directors' meeting**

- 5.1 A directors' meeting may be called by the president or by any 3 other directors.

## **Notice of directors' meeting**

- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period

## **Proceedings valid despite omission to give notice**

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **Part 6 – Board Positions**

### **Election or appointment to Board positions**

- 6.1 Officers and directors must be elected or appointed to the following Board positions, and a director may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer;
- (e) Publicity Director;
- (f) Hunting Director;
- (g) Fishing Director;
- (h) Membership Director;
- (i) Hatchery Director;
- (j) Junior Program Director;
- (k) Grounds Director;
- (l) Buildings Maintenance Director;
- (m) Newsletter Director;
- (n) Archery Director;



- (o) Range Director; and
- (p) Booking Director.

### **Directors at large**

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. The Society shall have 1 to 6 directors at large, said number to be determined from time to time by the Board.

### **Role of president**

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

6.4 At a general meeting of the Society, the president shall have no vote except in the case of a tie.

### **Role of vice-president**

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

- 6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

- 6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements; and
  - (d) making the Society's filings respecting taxes.

### **Role of directors**

- 6.9 The Publicity Director shall:
- (a) establish and maintain friendly contacts with press and radio;
  - (b) prepare public notices; and
  - (c) write and disseminate reports and news items following such events.
- 6.10 The Hunting Director shall, with members of the Hunting Committee, organize all activities pertaining to hunting.
- 6.11 The Fishing Director shall, with members of the Fishing Committee, organize all activities pertaining to fishing.



6.12 The Membership Director shall , with the Membership Committee:

- (a) seek to promote and increase active membership in the Society,
- (b) maintain membership records, and
- (c) make recommendations to the Board on any changes in the fees structure.
- (d) The Membership Director will be the Board's designate for application review and approval.

6.13 The Hatchery Director shall, with members of the Hatchery Committee, carry out such duties as are deemed necessary for the proper operation and maintenance of the Hatchery.

6.14 The Junior Program Director shall, with members of the Junior Program Committee, organize and promote activities which will assist Junior members to develop into responsible conservation minded citizens.

6.15 The Grounds Director shall, with members of the Grounds Committee, be responsible to maintain the grounds and fenced property boundaries in good condition.

6.16 The Buildings Maintenance Director shall, with members of the Buildings Committee, plan and initiate activities pertaining to the maintenance and repair of all buildings on Society property.

- 6.17 The Newsletter Director shall, with members of the Newsletter Committee, be responsible for publishing a Society newsletter.
- 6.18 The Booking Director shall negotiate and execute all Contracts for rental of the Clubhouse Hall and Indoor Range, and manage related finances, and shall detail scheduling for Society reference.
- 6.19 The Archery Director shall, with members of the Archery Committee, plan, organize, and supervise all Archery activities.
- 6.20 The Range Director shall, with members of the Gun Range committee, plan, organize, and supervise all aspects of the Gun Range for firearms purposes.
- 6.21 Directors at large shall carry out such specific duties as designated by the president.

## **Part 7 – Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

- 7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity, and the Society may reimburse a director for “out of pocket” expenses.

### **Signing authority**

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director;



- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society; and
- (e) rental contracts for the Clubhouse Hall or Gun Range will be signed by the Booking Director.

### **Part 8 - Seal**

The seal, an impression of which is to be affixed to the Minutes of the first meeting of the Society, shall be the seal of the Society. The seal shall not be affixed to any document save by the authority of a resolution of the Board and in the presence of the president and any other Director.

### **Part 9 - Amendments of Bylaws**

These Bylaws may be amended only by special resolution. The proposed amendment must be submitted in writing at the regular meeting at which the amendment will be voted on, and every member of the Society must be advised of the proposed amendment by means of a notice calling the meeting at which the vote will be recorded.

### **Part 10 – Borrowing Powers**

The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds or stock, or any mortgage, charge or other security, on the undertaking of the whole or any part of the property of the Society, both present and future. None of these powers shall be exercised except in accordance

with the sanction of a special resolution, provided each member of the Society be given 14 day's notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.

### **Part 11 – Financial Review**

At the last general meeting of the Society before the annual general meeting there shall be a Financial Review Committee chosen by a vote of the membership. The Financial Review Committee shall consist of 2 Society members who are not directors, and shall review the accounts of the Society and report to the membership at the annual general meeting as to their findings.

### **Part 12 - Previously Unalterable Constitution Provision**

To carry on all activities in a manner consistent with the preceding objectives, and in the event of dissolution of the Society, any assets remaining after payment of all debts and obligations shall be distributed to a recognized Canadian charitable organization or organizations with aims and objectives similar to those of this Society, or to a suitable level of government to be decided by an extraordinary meeting called for the purpose of dissolution. This provision was previously unalterable.