

CONSTITUTION OF THE CHILLIWACK FISH AND GAME PROTECTIVE ASSOCIATION (the "Society")

1. The purposes of the Society are:

(a) to promote the propagation and conservation of fish and wildlife;

(b) to promote the conservation, protection, restoration and enhancement of habitat suitable for fish and wildlife;

(c) to gather and disseminate information and educate the public with respect to all aspects of the propagation, conservation and enjoyment of fish and wildlife and the protection of their natural habitat;

(d) to educate the public with respect to the responsible use and enjoyment of recreational resources and to promote reasonable public access to forests, rivers and recreational areas of British Columbia;

(e) to educate and encourage all fishermen and hunters in the safety regulations of their sport and the responsible sportsmanlike enjoyment of their sport;

(f) to receive bequests, trusts, funds and property and to hold, invest, administer and distribute funds and property for the purposes of the Society.

(g) to promote general firearms safety within the community and the safe use of firearms for recreational and hunting activities, safely operates ranges for a variety of firearm types and archery.

2. The Society shall operate without purpose of gain for its members and any profits or accretions to the Society shall be used in promoting the purposes of the Society. This provision is unalterable.

3. Upon dissolution or winding up of the Society, the assets remaining after the payment of all debts and liabilities of the Society and all expenses properly incurred in the dissolution or winding-up shall be distributed to such charities, registered under the provisions of the Income Tax Act, as shall be designated by the Directors. This provision is unalterable.

**BYLAWS OF THE
CHILLIWACK FISH AND GAME PROTECTIVE ASSOCIATION**

BYLAW 1: DEFINITIONS AND INTERPRETATION

In these bylaws, unless the context otherwise specifies or requires:

1.01 “Act” means the Societies Act (SBC 2015) C. 18, as enacted or amended from time to time and every statute that may be substituted therefore, and includes the regulations made pursuant to the Act;

1.02 “Board”, “Board of Directors”, “Directors” means the Directors of the Society for the time being.

1.03 “Bylaws” means the bylaws of the Society from time to time in force;

1.04 “Society” means the Chilliwack Fish and Game Protective Association;

1.05 All words or expressions in the Bylaws which are defined in the Act shall have the meaning given to them in the Act;

1.06 Words importing the singular include the plural and vice versa; words importing a male person include a female person and a firm or body corporate;

1.07 The rules of construction contained in the Interpretation Act (RSBC 1996) C. 238, as enacted or amended from time to time, apply, mutatis mutandis, to the interpretation of the Bylaws.

BYLAW 2: MEMBERSHIP

2.01 Qualification for Membership: Membership in the Society is limited to any person, who declares an interest in or an intention to become interested in supporting, directly or indirectly, the purposes of the Society and related activities.

2.02 Classes of Member: The classes of membership shall be determined by the Board of Directors and approved by 80% vote at the Annual General Meeting. The term “primary member” refers to regular members and main membership holders within a Family or Senior couple membership as defined below.

- (a) Regular Member, which will consist of the subscribers to the Constitution and Bylaws; each regular member will be: (i) entitled to receive notice of, attend and

vote at all general meetings of the Society, (ii) required to pay any membership fees, dues and assessments prescribed for regular members pursuant to these Bylaws.

- (b) Family Member, which will consist of the primary member's spouse and an unlimited number of children, aged 18 years and younger. Only the primary member in a family membership will be entitled to receive notice of and vote at all general meetings of the Society. The primary member will be required to pay any membership fees, dues and assessments prescribed for family membership pursuant to these Bylaws.
- (c) Junior Member, which will consist of any person under the age of nineteen years approved as a junior member by the Directors, and who will be required to pay an annual membership fee determined by the Directors. A junior member will be entitled to receive notice of and attend, but not vote at any general meeting of the Society.
- (d) Senior Member, a senior is defined as a person 65 years of age or greater. Each senior member will be: (i) entitled to receive notice of, attend and vote at all general meetings of the Society, (ii) required to pay any membership fees, dues and assessments prescribed for senior members pursuant to these Bylaws.
- (e) Senior Couple Members: a senior couple is defined as the primary member being 65 years of age or greater. The primary member's spouse may be less than 65 years of age. Only the primary member will be entitled to receive notice of and vote at all general meetings of the Society. The primary member will be required to pay any membership fees, dues and assessments prescribed for senior couple membership pursuant to these Bylaws.
- (f) Honorary Member, which will consist of any persons appointed as such by the Directors and who will not be required to pay any membership fees, dues or assessments, and who will be entitled to receive notice of but not vote at any general meeting of the Society;
- (g) Life Member, which will consist of members or former members of the Society recommended as Life Members by the Directors for long service or exemplary behaviour in the activities of the Society and who are thereafter appointed by an 80% vote of the members at a general meeting and who will not be required to pay any membership fees, dues or assessments. They will be considered primary members who will be entitled to receive notice of, attend, and vote at all general meetings of the Society.

2.03 Application for membership in the Society: Any person qualified under the provisions of

Section 2.01 of these Bylaws and desiring to become a member of the Society shall apply for membership by delivering to the Society an application in a form approved by the Directors duly completed by the applicant and by payment of the appropriate membership fee prescribed pursuant to these Bylaws.

2.04 Directors to Consider Application: The Directors may accept or reject any application for membership, and where an application for membership is rejected the Society shall return any membership fee paid by the applicant.

2.05 Commencement of Membership: When an application for membership is accepted, the applicant shall be a member of the Society as of the date of such acceptance or as of such other date as the Directors determine.

2.06 Obligations of Membership: Every member of the Society shall from the date of acceptance of his application for membership be bound by and will abide by, conform and submit to;

- (a) The Constitution and Bylaws of the Society;
- (b) All resolutions passed and all lawful rules and regulations made by the Directors;
- (c) All policy directives published by the Directors to members of the Society in regard to the achievement of its purposes.

2.07 Suspension and Expulsion of Members: The Directors may, by a resolution by a majority of at least two-thirds of those Directors present at a meeting of the Directors, suspend or expel any member from membership for conduct contrary to the best interests of the Society. The member concerned shall be given proper notice of the meeting at which the vote is to be taken and is entitled to make representation on his behalf either in writing or by appearing before the Board in person.

2.08 Withdrawal of Member: A member may withdraw from membership by giving written notice of his resignation to the Society, which resignation shall be effective upon receipt of the notice by the Society. Fees paid for membership are non-refundable.

2.09 Continued Liability of Member: A suspended member remains liable for all dues and assessments, and a member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his membership in the Society terminated in any other way in accordance with the Bylaws, remains liable for payment of all dues and assessments payable by him prior to his withdrawal, expulsion or termination becoming effective.

2.10 Termination of Membership: The interest of a member in the Society other than the interest of a member in a debenture from the Society purchased by the member, is not transferable and ceases to exist upon death of the member, or when his term of membership, if any, expires or when he ceases to be a member by resignation or otherwise in accordance with these Bylaws. Upon the death of a member in good standing, his interest in the debenture granted by the Society and held by him, will be transferred to the heirs, executors or assigns of the deceased member.

2.11 Fees, Dues and Assessments: The Directors will determine the fees, dues and assessments, if any, payable by each class of member, for each membership, which will be for a one year period as determined by the Board of Directors.

2.12 Good Standing: A member ceases to be in good standing upon failure to pay in full, when due, any fees or assessments duly prescribed under the Bylaws.

BYLAW 3: GENERAL MEETINGS

3.01 Annual General Meeting: Subject to compliance with the Act, the annual general meeting of the Society will be held once each calendar year at such time and place as the Directors decide.

3.02 General Meetings: A General Meeting of the Society is a meeting of the members of the Society other than the Annual General Meeting and may be convened by order of the Chair of the Board, or by order of the Directors, for any day and at such time and place as stated in that order.

3.03 Notice: A notice stating the day, hour and place of meeting and the general nature of the agenda shall be sent to each member entitled to notice of such meeting and, in the case of the AGM, to the auditor of the Society, if any, in the manner specified in Section 9.04 not less than fourteen (14) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting.

3.04 Omission of Notice: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceeding taken at any meeting of members.

3.05 Rules of Order: Rules of order at all meetings of members shall be those set out in the latest edition of Robert's Rules of Order to the extent that such rules of order are not inconsistent with the Act or the Bylaws.

3.06 Voting: Each regular, primary, senior and life member in good standing is entitled to vote. Each regular, primary, senior and life member will have one vote on each resolution put to a vote at any meeting of the members of the Society.

3.07 Decision by Majority: At all general meetings of the Society all questions shall be decided by a majority of the votes cast by the members entitled to vote on such questions present in person or by proxy unless otherwise specifically provided for by the Act, or by the Bylaws.

3.08 Equality of Votes: In the case of an equality of votes at any general meeting, the Chairman shall not be entitled to an additional casting vote and the motion or resolution which is the subject of the vote shall be deemed to be lost.

3.09 Decision of Meeting: At any meeting, unless a poll is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority shall be conclusive evidence of the fact.

3.10 Show of Hands: All voting shall be upon and by a show of hands unless the Chairman of the meeting directs, or, any member entitled to vote, requests a poll vote.

3.11 Poll Vote: A poll may be demanded, either before or after any vote by show of hands, by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment it must be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors the vote will be taken by ballot in the manner and either at once, later in the meeting, or after adjournment, as the Chair of the meeting directs. The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.12 Proxies: Votes at meetings of the members on motions that have been distributed to the membership in writing prior to the meeting may be given either personally or by proxy. At every meeting at which s/he is entitled to vote, every member, or person appointed by proxy who is present in person will have one vote on a show of hands. Upon a poll at which s/he is entitled to vote and subject to the provisions of the Act and the Regulations, every member present in person or represented by a person so authorized shall have one vote and every person appointed by proxy will have one vote for each member who is represented by such proxy.

- (a) An instrument of proxy will authorize voting only at one meeting and any adjournment of the meeting.
- (b) Proxy shall be in writing from the member entitled to vote.
- (c) A person appointed by proxy must be a member in good standing.

(d) Subject to the provisions of the Act and the Regulations, a proxy may be in the following form:

Chilliwack Fish and Game Protective Association Proxy

I, _____, the undersigned, being a member of Chilliwack Fish and Game Protective Association (the "Society") hereby appoints _____, as my proxy to attend, vote and act at the _____ General Meeting of the members of the Society to be held on the _____ day of _____, 20____, in the same manner, to the same extent with the same power as if I the undersigned were present at the meeting DATED the _____ day of _____, 20____

Signature of Member

3.13 Quorum: Quorum at all general meetings shall be ten members in good standing.

3.14 Adjournment: Notwithstanding the absence of a quorum of any general meeting of the Society, such meeting may be adjourned to any time. Any business may be transacted at an adjourned meeting, as might have been transacted at the meeting which was adjourned. No notice shall be required of the date of the adjourned meeting.

3.15 Attendance of Non-Voting Members: Any member in good standing who is not entitled to vote is entitled to attend any meeting of the members of the Society.

BYLAW 4: DIRECTORS

4.01 Duties and Number: The activities and the affairs of the Society shall be managed by a Board of Directors consisting of up to 17 Directors as may be determined from time to time by an ordinary resolution of the members, provided that a resolution by the members to reduce the number of Directors shall not terminate the office of any Director then duly elected or appointed. Directors shall be elected by the members as set out in Section 4.03 and Section 5.01. The Directors will appoint the immediate past president of the Society a Director of the Society for a one year term.

4.02 Qualification: Every Director shall be at least 19 years of age and a primary member of the Society and have been a member in good standing for two consecutive years prior to the election.

4.03 Retirement and Election: The Members will elect Directors (except past-President). With the exception of officers, the elected Directors will serve two-year terms. Terms shall be staggered in such a way to ensure continuity for the Board. The Directors will retire at the Annual General Meeting at which their term expires, and replacement Directors will be elected for the same term. Any retiring Director is eligible for re-election at a meeting at which he retires if he is otherwise qualified for election.

4.04 Vacation of Office: The office of a Director shall be automatically vacated:

- (a) if by notice in writing given to the Society he resigns his office;
- (b) if he is found by a Court to be incompetent to manage his affairs or person or to be of unsound mind;
- (c) if he makes an assignment into bankruptcy, or his creditors petition him into bankruptcy; or
- (d) if he is removed from such office in accordance with the Bylaws.

4.05 Vacancies: The Board will continue to act notwithstanding any vacancy on the Board. The members may elect a new Director to fill any vacancy.

4.06 Remuneration and Expenses: No Director shall be paid for his services as a Director, but any expense incurred by a Director on behalf of the Society may be defrayed by the Society with the approval of the Directors.

4.07 Alternates: If a Director is not able to appear in person or by electronic means at a meeting he may appoint an alternative Director to represent his vote.

4.08 Resignation and Removal: A Director may at any time resign by notice in writing delivered to the secretary and may be removed before the expiry of his period of office by a two-thirds majority vote of members at any general meeting of the members.

4.09 Meetings: The Directors shall hold at a minimum 10 meetings per calendar year and may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution of the Society and these Bylaws.

4.10 Voting: Questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of an equality of votes the Chair of the meeting shall have a second, deciding vote.

4.11 Quorum: The quorum necessary for the transaction of business of the Board of Directors shall be eight.

4.12 Calling of Directors' Meeting: Meetings of the Directors may be called by any officer of the Society or under the direction of any two Directors, with all Directors advised before of

the time and location of the meeting.

4.13 Meetings By Electronic Means: A Director may participate in a meeting of the Board or of any committee of the Directors by means of teleconference and/or video conference provided that all the Directors agree to such participation, and a Director participating in a meeting in accordance with this paragraph shall be deemed to be present at the meeting and shall be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

4.14 Indemnification: The Society shall indemnify and save harmless each Director from and against costs, charges or expenses arising out of the execution of the duties of his office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by his own willful act or default.

4.15 Absence from Meetings: Any Director who is absent from two consecutive meetings of the Directors without reasonable excuse may be removed from the Board of Directors by a resolution of the Board of Directors.

BYLAW 5: OFFICERS

5.01 Elected Officers: At each Annual General Meeting the members shall elect by secret ballot a President, two Vice-Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer to the Board of Directors, all of whom shall hold office for one year terms, subject to removal from office by the Board of Directors at any time without notice. The President and Treasurer must have served as a Director for at least one year prior to being elected to their position. Nominations for officers will be made by a nominating committee chaired by the immediate Past President, and will be accepted from the floor of the meeting.

5.02 Other Officers: The Directors may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objects of the Society and such officers, agents and employees shall have such authority and perform such duties as are determined by the Directors.

5.03 Duties of President: The President will supervise the affairs of the Society, and will be an ex-officio member of all committees. The President, or in his absence, inability or unwillingness to act, a Vice-President, shall preside as chairperson of all meetings of the members and of the Directors of the Society, but where the President or a Vice-President is not present within fifteen minutes after the time appointed for the holding of any meeting, or if present, is unable or unwilling to act as chairperson, the members present shall choose someone of the Directors present to chair the meeting.

5.04 Duties of Vice-Presidents: The Vice-Presidents shall assist the President at all times in any or all of his duties of office as the President shall decide.

5.05 Duties of Treasurer: The Treasurer shall prepare or cause to be prepared, maintain and have charge of the financial books and records of the Society and shall record or cause to be recorded therein all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure took place, the assets and liabilities of the Society and all other transactions affecting the financial position of the Society. Records are expected to be stored electronically. The Treasurer shall make a financial report at each general meeting and written annual report, together with audited financial statements at the annual general meeting of the Society.

5.06 Duties of Recording Secretary: The Recording Secretary shall prepare and maintain the minutes of the meetings of the members and Directors of the Society other than the financial records and shall record a copy of the Constitution and Bylaws of the Society and any special resolution altering or adding to the same, as well as copies or originals of all contracts, resolutions and other documents as are required by law to be so recorded. Records are expected to be stored and maintained electronically.

5.07 Corresponding Secretary: The Corresponding Secretary will answer and dispose of correspondence received by the Society according to direction from the Directors and will be responsible for overseeing the Society's public communications.

5.08 Duties of Other Officers: The duties and functions of other officers shall be as determined from time to time by the Directors.

5.09 Remuneration: No officer shall receive any remuneration from the Society for services rendered as an officer but any expense incurred by an officer on behalf of the Society may be defrayed with the approval of the Directors.

5.10 Vacancy of Office: A vacancy in an office of the Society will be filled by the Directors from one of the members of the Board of Directors.

BYLAW 6: COMMITTEES

6.01 Appointment of Committees: The Directors may by resolution appoint:

- (a) committees consisting of a committee Chair and such number of members of the Board of Directors as the Directors think fit and the Directors may delegate to such committee, between meetings of the Board of Directors, such powers of the Directors (except the power to change the membership of, or fill vacancies in any such committee) subject to such limitations as may be prescribed by the Directors;

(b) such other committees consisting of such member or members of the Society, who need not be members of the Board of Directors, for such purposes as the directors think fit, but the Directors may not delegate to any such committee any power of the Board of Directors.

6.02 Proceedings of Committees: A committee appointed pursuant to this Part may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules;

(a) a majority of the members of such a committee shall constitute a quorum;

(b) questions arising at any meeting of the committee shall be determined by majority of votes of the members of such committee present, and in the case of an equality of the votes the Chair shall have a second, deciding vote;

(c) a resolution approved in writing by all the members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

6.03 Reporting: Every committee appointed pursuant to this section shall report to the Directors at such time as the Directors may require.

6.04 Revocation of Authority: The Directors shall have the power at any time to revoke or override any authority given to or any act done by any committee appointed pursuant to the Bylaws.

BYLAW 7: FINANCIAL

7.01 Borrowing: For the purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may from time to time:

(a) borrow money on the credit of the Society; and

(b) issue, sell or pledge securities of the Society; and

(c) charge, mortgage, or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Society, provided that debentures of the Society shall not be issued without the sanction of a special resolution of the Society.

7.02 Negotiation of Loans: From time to time the Directors may authorize any Director,

officer or employee of the Society or any other person to make arrangements with reference to the money borrowed or to be borrowed pursuant to the Bylaws and as to the terms and conditions of any such loan and as to the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally, to manage, transact and settle the borrowing of money by the Society.

7.03 Investment: The funds of the Society not required for immediate use may be kept on deposit in a credit union or chartered bank or may be invested in securities in which Directors are for the time being authorized by law to invest.

BYLAW 8: AUDITOR

8.01 Appointment of Auditor: The members shall, at each annual general meeting, appoint an auditor, not being a Director, officer or employee of the Society, to hold office until the close of the next annual general meeting and, if the members fail to do so, the auditor in office continues until a successor is appointed.

8.02 Remuneration: The remuneration of the auditor shall be fixed by the Directors.

8.03 Casual Vacancy: The Directors may fill any casual vacancy in the office of auditor.

BYLAW 9: MISCELLANEOUS

9.01 Fiscal Year: The fiscal year end of the Society will be December 31 or such other date, as the Directors decides from time to time.

9.02 Inspection of Records: Members may, with a minimum of 72 hours' notice, request access to review the Society's records, including but not limited to, Minutes and Financial Records of the Society, pursuant to Section 24 of the Societies Act.

9.03 The Seal: The seal of the Society shall be kept in the custody of the Recording Secretary of the Society and shall not be affixed to any instrument except by and in the presence of Officers or Directors.

9.04 Notices: Any notice required or permitted to be given under the provisions of these Bylaws shall be in writing and shall be given by personal service, electronically, courier, or by registered mail with postage fully prepaid, and addressed to the intended recipient at his address as the same appears on the books of the Society. A notice delivered personally, by courier, or electronically shall be deemed to have been received by and given to the addressee on the day of delivery. A notice mailed as aforesaid shall be deemed to have been

received by and given to the addressee on the seventh business day following the date of mailing. Notice of Annual General Meetings and general meetings may be by newsletter.