

CONSTITUTION of PORT COQUITLAM AND DISTRICT HUNTING AND FISHING CLUB

1. The name of the society is Port Coquitlam and District Hunting and Fishing Club. The objects of the society are :
 - a. To actively promote sensible wildlife management, to foster appreciation of the natural resources and to work to obtain a healthy environment for all living creatures.
 - b. To maintain the interest and cooperation of all club members in the changing habitat requirements of wildlife, to help with the education and training of all future sportsmen and to help enforce all laws pertaining to good wildlife management.
 - c. To provide a clubhouse, lands, and equipment for the use of the society and its members.
 - d. To promote the responsible use of firearms.
 - e. To provide safe venues for all target shooting activities.
 - f. In the event of dissolution of this society, any assets remaining after payment of all debts and obligations shall be distributed to a Canadian Wildlife Conservation and / or Propagation organization. This provision with reference to dissolution is unalterable.

BYLAWS of PORT COQUITLAM AND DISTRICT HUNTING AND FISHING CLUB

INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Club, unless the context otherwise requires:

- (a) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Club and exercising the powers of the Club;
- (b) **“Board Resolution”** means:
 - a. a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter at a Board meeting, or
 - b. a resolution that has been submitted to all Directors and consented to in writing, including by email, by a simple majority of the Directors who would have been entitled to vote on the resolution at a Board meeting;
- (c) **“Club”** means the “Port Coquitlam and District Hunting and Fishing Club”;
- (d) **“Constitution”** means the Constitution of the Club, as filed with the office of the Registrar of Companies;
- (e) **“Director”** means any Director of the Club, including a Table Officer, a Trustee, the Past President or a Director at Large;
- (f) **“Director at Large”** means an elected Director who is neither a Trustee nor a Table Officer;
- (g) **“Extraordinary Board Resolution”** means:
 - a. a resolution passed by at least a 75% majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter at a duly constituted meeting of the Board, or
 - b. a resolution that has been submitted to all Directors and consented to in writing, including by email, by all the Directors who would have been entitled to vote on the resolution at a Board meeting;
- (h) **“General Meeting”** means any annual General Meeting and any special or extraordinary General Meetings of the Club;
- (i) **“Members”** means those persons who are, or who subsequently become, Members of the Club in accordance with these Bylaws and, in either case, have not ceased to be Members;
- (j) **“Membership Coordinator”** has the meaning ascribed thereto in Bylaw 2.13;

- (k) **“Ordinary Resolution”** means:
- a. a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at General Meeting; or
 - b. a resolution that has been submitted to the Members and consented to in writing by at least the threshold required by the *Societies Act*;
- (l) **“Past President”** means the individual who held the position of President of the Club immediately before the current President was elected. If a President is elected to two or more successive terms, that person’s predecessor in office continues as Past President throughout those terms;
- (m) **“Policies”** has the meaning set out in Bylaw 4.13;
- (n) **“Range Master”** means the individual appointed by the Directors to supervise all Club ranges and property for target sports and training oriented programs;
- (o) **“Registered Address”** of a Member or Director means the address of that person as recorded in the Club’s register of Members or the register of Directors;
- (p) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (q) **“Special Resolution”** means:
- a. a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by the majority of votes required by the *Societies Act* in person at a General Meeting; or
 - b. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting;
- (r) **“Table Officers”** means the holders of the following elected positions: President, First Vice-President, Second Vice-President, Secretary, and Treasurer; and
- (s) **“Trustee”** means a person elected to occupy a Trustee position on the Board, as described in these Bylaws.

1.2 Societies Act Definitions

The definitions in the *Societies Act* apply to these Bylaws and the Constitution.

1.3 Plural and Singular

In these Bylaws, the plural form includes the singular and *vice-versa*.

MEMBERSHIP

2.1 Admission to membership

Membership in the Club is restricted to those individuals who have been accepted as Members in accordance with these Bylaws.

2.2 Additional membership criteria

The Directors may, by Extraordinary Board Resolution, establish additional criteria for membership.

2.3 Classes of membership

There will be 7 classes of membership in the Club and each such Member will have the rights and obligations set out in these Bylaws. The classes of membership are:

- (a) Regular Members,
- (b) Junior Members,
- (c) Senior Members,
- (d) Life Members,
- (e) Honorary Members,
- (f) Supporting Members, and
- (g) Family Members.

2.4 Regular Members

Any individual aged 18 years or over may apply to become a Regular Member in accordance with these Bylaws.

2.5 Junior Members

Any individual who, at the time of application for membership, is under the age of 18 years or such higher age that may be set by Board Resolution may, with written consent of a parent or guardian, apply to become a Junior Member in accordance with these Bylaws. Junior Members shall have voice, but shall not be entitled to vote.

2.6 Senior Members

Any individual aged 65 years or over may apply to become a Senior Member.

2.7 Life Members

The Club may, by an 80% majority vote of all Directors, appoint Life Members for outstanding services rendered to the Club. Such Life Members have full rights and privileges accorded Regular Members for the balance of their natural lives without payment of annual dues.

2.8 Honorary Members

The Club may, by a Board Resolution or Ordinary Resolution, appoint Honorary Members for outstanding services rendered to the Club or for other reasons, and by such resolution define and fix their privileges. The term of such membership shall not exceed one year.

2.9 Supporting Members

Any individual aged 18 or over may apply to become a Supporting Member of the Club. A Supporting Member may not vote.

2.10 Family Members

A Family Membership includes one or two persons aged 18 or over who are married or in a marriage-like relationship, and all their dependent children under the age of 18. Each adult person in a Family Membership shall have all the rights and responsibilities of a Regular Member, and each child in a Family Membership shall have the rights and responsibilities of a Junior Member.

2.11 Rights of Voting Members

A Regular, Senior, or Life Member in good standing will have the following rights of membership:

- (a) to receive notice of and attend all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to nominate an eligible Member for election as a Director; and
- (e) to serve on committees as member or chair, as determined by the Board.

2.12 Rights of Non-voting Members

A Junior Member, Honorary Member, or Supporting Member in good standing will have the following rights of membership:

- (a) to receive notice of and attend all General Meetings; and
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted.

2.13 Membership Coordinator

The Board may delegate the initial review and acceptance of applications for membership to a position or committee within the Club, which person or committee will be called the Membership Coordinator in

these Bylaws. If no Membership Coordinator is designated by the Board, then the duties for that position remain with the Board.

2.14 Application for membership

An eligible person may apply to the Club to become a Member as follows:

- (a) by submitting a completed application, in such form as may be established by the Club, to the Membership Coordinator, if any, or to the registered address of the Club;
- (b) by paying all applicable membership dues, if any; and
- (c) by submitting such supplemental information or documentation as the Membership Coordinator may require to confirm eligibility for membership.

2.15 Review of Application

The Membership Coordinator, if any, will review all applications for membership in the Club and may, if necessary to determine eligibility for membership, require the applicant to provide further information or documentation in support of the application.

2.16 Acceptance of Application

The Membership Coordinator may, by entering a person's information into the register of Members, accept that person as a Member.

2.17 Reporting and Ratification of Membership

The Membership Coordinator, if any, will regularly report to the Board in relation to applications for membership.

Upon receipt of such report, the Board will consider a Board Resolution to ratify the approval of Memberships made in the interval since the previous report and may, if necessary, determine any issues related to membership of an applicant.

2.18 Referral of Application to Board

The Membership Coordinator, if any, may at any time refer an application for membership to the Board for further consideration and, if an application is so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's opinion, is necessary or prudent to protect the reputation and integrity of the Club.

2.19 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the Policies of the Society adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and activities of the Society.

2.20 Suspension and forfeiture of membership, and prohibition of non-Members.

- (a) The President, the Range Master or the Board may suspend any Member for conduct that, in the opinion of the President, Range Master or Board, has endangered the welfare, interests, or character of the Club. In the event of any such suspension, the Member may appeal the suspension to the Board. Such appeal shall be dealt with in the same manner as a proposed expulsion by the Board.
- (b) The Directors may, by Board Resolution, expel any Member for conduct that, in the opinion of the Board, has endangered the welfare, interests, or character of the Club.
- (c) Notice of a Board Resolution to expel a Member will be provided to the Member who is the subject of the proposed expulsion, and to each Director, accompanied by a brief statement of the reasons for the proposed expulsion.
- (d) The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered.
- (e) After a suspended Member, or a Member who is the subject of a proposed expulsion, has appeared before the Directors to present their defense, the Directors may remove the suspension, extend the suspension for a set period of time, or expel the Member. If the Member is expelled, the Board may specify what restrictions, if any, exist in relation to that individual's re-application for membership.
- (f) A Member who has been expelled or suspended may not enter the Club's property, except for the purpose of appearing before the Board. The Member must have made prior arrangements with the Board for this appearance.
- (g) The President or Directors may ban any individual who is not a Member from entering or using the Club's facilities, for conduct that has endangered the welfare, interests, or character of the Club. These individuals may be granted permission to appear before the Board and present their defense.
- (h) The Directors, by Board Resolution, may grant any individual who has been banned from the Club's property, temporary permission to enter the Club's property for a specific social event, and may impose conditions or restrictions as a precondition of granting of such permission.

- (i) The Directors may, by Extraordinary Board Resolution, permit any individual who has been banned from the Club's property to purchase a daycard and attend specific shooting events, and may impose conditions or restrictions as a precondition of granting of such permission.
- (j) The Directors may establish additional policies and procedures in relation to disciplinary matters and investigations.

2.21 Good Standing

A Member is good standing if that Member:

- (a) is not in default of any payment due to the Club; and
- (b) is not subject to any suspension by the President, Range Master or Directors.

2.22 End of membership

A person will immediately cease to be a Member:

- (a) upon the date which is the later of the date a resignation in writing is delivered to the registered address of the Club and the effective date of the resignation stated thereon; or
- (b) upon the expiry of such person's term of membership, unless renewed;
- (c) upon expulsion; or
- (d) upon death.

DUES

3.1 Membership year

The membership year shall be from February 1st each year to January 31st the following year.

3.2 Dues set at General Meeting

Annual dues will be set for the following year by Ordinary Resolution.

3.3 Waiver or reduction in dues

The Directors may, in their absolute discretion, by Board Resolution waive or reduce any Member's requirement to pay dues, either permanently or in respect of one or more years.

3.4 Special dues or discounts

The Members may, by Ordinary Resolution, establish special rates or packages of membership dues such as family rates, student rates, or other categories.

DIRECTORS

4.1 Composition of Board of Directors

The Directors of the Club shall consist of at least 16 and no more than 27 Directors, comprising the Table Officers, the Trustees, the number of Directors at Large determined in accordance with Bylaw 4.3, and the immediate Past President. The Board shall comprise;

- (a) Five (5) Table Officers;
- (b) Six (6) Trustees;
- (c) The Past President; and
- (d) At least three (3) and no more than 15 Directors at Large.

4.2 Terms and Term Limits

Directors at Large and Table Officers shall be elected to hold office for a two year term. Trustees shall be elected to hold office for a three year term. The President shall not serve more than two consecutive two-year terms unless each additional term is approved by Ordinary Resolution.

4.3 Number of Directors

The Club shall elect a minimum of 14 Directors and a maximum of 26 Directors, including the Table Officers, Directors at Large and Trustees. The Directors shall, as far as possible, strive to ensure that approximately one-half the Directors at Large and one-third of the Trustees are elected at each Annual General Meeting and may, accordingly, designate one or more Director at Large positions to be for a one year term, in order to ensure a reasonable balance of staggered terms.

4.4 Qualifications of Table Officers

To be eligible for election as a Table Officer a person must be a Member in good standing at the time of the election and must have been a Member in good standing for two years immediately prior to any such election.

4.5 Qualifications of Directors at Large

To be eligible for election as a Director at Large, a person must be a Member in good standing at the time of the election and must have been a Member for one year immediately prior to such election.

4.6 Qualifications of Trustees

To be eligible for election as a Trustee a Member must:

- (a) be a Member in good standing at the time of the election; and
- (b) have been a Member in good standing for at least five continuous years prior to the election; and

(c) have served as a Director for two of the five preceding years.

4.7 Trustees may hold other positions

Being elected as a Trustee shall not prevent a Member from being nominated or elected to any other office of the Club. A Trustee who holds more than one office has only one vote on the Board.

4.8 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of vacant positions for Directors, the eligible nominees are deemed to be elected by acclamation and no vote will be required.

4.9 Filling Vacancies

A causal vacancy on the Board may be filled by Extraordinary Board Resolution. If the vacancy is for a Trustee position, the resolution to fill the vacancy must also be approved by at least a 75% majority of the remaining Trustees. The replacement Director or Trustee shall hold office only until the next Annual General Meeting, when their successor shall be elected.

4.10 Quorum

Eight (8) Directors shall constitute a quorum at a Board meeting.

4.11 Meetings and Procedure

Regular meetings of the Directors shall be held at times and in such places as the Directors shall determine by Board Resolution. The Directors may govern their own procedures at such meetings, and may conduct such meetings in whole or in part by telephone or other electronic means.

4.12 Notice of Board Meetings

At least two (2) days' notice of any Board meeting will be given to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing.

For the purposes of a Board meeting at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly appointed Director for the meeting to be properly constituted.

4.13 Policies and Procedures

The Directors may establish such rules, regulations, policies or procedures (collectively, "Policies") relating to the affairs of the Club as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws.

4.14 Director Conflict of Interest

In accordance with the requirements of the *Societies Act*, a Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Club, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter; (d) will absent themselves from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (d) refrain from any action intended to influence the discussion or vote.

4.15 Committees

The Directors may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

4.16 Removal of Directors who are not Trustees

A Director who is not a Trustee may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Extraordinary Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Extraordinary Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Extraordinary Board Resolution, but is entitled to not less than 7 days' advance notice in writing of the proposed Extraordinary Board Resolution and to address the Board prior to the vote on the resolution. If the resolution for removal passes, the Board may, by Board Resolution, appoint a replacement to fill the resulting vacancy.

4.17 Removal of Trustee

A Trustee may be removed before the expiration of the Trustee's term of office by Special Resolution; the Members may elect a replacement Trustee by Ordinary Resolution to serve for the balance of the removed Trustee's term of office.

4.18 Director must remain in good standing

In order to continue to hold any elected position, a Member must remain in good standing for the duration of their term of office.

4.19 Ceasing to be a Director

A person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering their resignation in writing to the registered address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of their term; or
- (c) upon the date such person is no longer qualified pursuant to these Bylaws; or
- (d) upon removal; or
- (e) upon death.

BOARD OF TRUSTEES

5.1 Composition of Board of Trustees

The Club shall have a Board of Trustees consisting of:

- (a) six (6) Trustees elected by the voting Members; and
- (b) the President of the Club, who is an *ex-officio* Trustee.

5.2 Role of the Board of Trustees

The role of the Board of Trustees is to counsel the Directors and Members in all matters pertaining to the welfare of the Club and in particular those matters concerning Club Policies and the use of the Club's capital assets.

5.3 Tabling of Resolutions

- (a) Any Trustee may require that any resolution proposed for approval by the Directors dealing with any change in Club Policies or disbursement of Club assets in excess of ten thousand dollars, be tabled until the next Board meeting.

- (b) A majority of the Trustees present may require that any resolution proposed for approval by the Members, dealing with any disbursement of Club assets in excess of ten thousand dollars, be tabled until the next General Meeting.

5.4 Trustees to Report

If a resolution is tabled by a Trustee, the Board of Trustees will meet and prepare a written recommendation to be presented at the next General Meeting or Board meeting, as applicable. The Directors must cause such a General Meeting or Board meeting to be held within 6 months of the date that the resolution was tabled.

Upon delivery of the written recommendation of the Board of Trustees, the resolution shall be placed before the General Meeting or Board meeting, as applicable, to be debated and voted on.

5.5 Effect of Motion to Table

- (a) Any motion to table by a Trustee at a Board meeting shall be absolute and shall require neither seconder nor vote and shall not be debatable unless the Board of Trustees has already prepared a written report dealing with the matter.

If the Board of Trustees has prepared such a written report, any new motion to table by a Trustee will be treated as if made by any Director and will be voted on in the regular manner.

- b. Any motion to table by a majority of the Trustees present at a General Meeting shall be absolute and shall not be debatable unless the Board of Trustees has already prepared a written report dealing with the matter.

If the Board of Trustees has prepared such a written report, any new motion to table by a Trustee will be treated as if made by any Director and will be voted on in the regular manner.

Notwithstanding the motion to table can be ruled out of order

5.6 Chair

The Board of Trustees may elect a Chair annually from among its own members.

5.7 Meetings of Trustees

The Board of Trustees shall meet at the call of the Chair, or by request of any two or more Trustees.

5.8 Quorum

A quorum for any meeting of the Board of Trustees shall consist of four Trustees.

TABLE OFFICERS

6.1 Duties of Table Officers

The Table Officers shall have the following responsibilities:

PRESIDENT – It shall be the duty of the President to preside at all meetings of the Club. The President shall make an annual report to the Club. The President shall be one of the Club’s signing officers, and shall perform such other duties as this office requires.

FIRST VICE- PRESIDENT – Shall perform all the duties of the President in the case of the absence or disability of the President.

SECOND VICE-PRESIDENT – Shall perform all the duties of the President in the case of the absence or disability of both President and First Vice-President. In the event of the absence or disability of the President and both Vice-Presidents, the Directors shall elect a chairman *pro-tem*.

SECRETARY – Shall keep a complete record of the proceedings of the Club and the proceedings of the Directors, issue all notices of meetings and conduct all correspondence and perform such duties as appertain to this office.

TREASURER – Shall receive all monies due the Club and deposit them in a financial institution designated by the Directors. The Treasurer shall issue cheques, as authorized by the Directors, to pay accounts owed by the Club. The Treasurer shall present a written monthly report at each regular meeting and a written annual report, together with a financial statement to the Annual General Meeting.

GENERAL MEETINGS

7.1 Annual General Meeting

The Annual General Meeting of the Club shall be held each calendar year on a date chosen by the Directors.

7.2 Special Meetings

Special General Meetings may be held at the call of the President, or as requisitioned by Members as provided for in the *Societies Act*.

7.3 Notice of General Meeting

Notice of the date, time and location of any General Meeting of the Club must be sent to all Members in good standing at least seven days and no more than 60 days prior to that General Meeting.

7.4 How Notice of a General Meeting is to be Given

Notice of a General Meeting must be given to a Member either

- (a) by postal mail to the Member's Registered Address; or
- (b) to every Member of the Club who has provided an email address to the Club, by email to that email address, and by posting notice on the Club web site throughout the period commencing at least 21 days before the meeting and ending when the General Meeting is held.

7.5 Rules of Order

Where not inconsistent with the *Societies Act*, the Constitution, and these Bylaws, the latest edition of Robert's Rules of Order shall govern the proceedings at any General Meeting.

7.6 Chair

The President (or in the absence or inability of the President, the First Vice-President and, in the absence or inability of both the President and the First Vice-President, the Second Vice-President) will, subject to a Board Resolution appointing another person, preside as chair at all General Meetings.

If at any General Meeting the President, First Vice-President, Second Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

7.7 Alternate Chair

If a person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, the alternate may preside as chair.

7.8 Voting by Chair

If the person presiding as chair of a General Meeting is a voting Member in good standing, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A person presiding as chair who is not a voting Member in good standing has no vote.

In the event of a tie vote on a motion or resolution, the chair of a General Meeting has a second or casting vote in addition to any vote they may have as a Member.

7.9 Quorum

At any General Meeting, 31 voting Members in good standing shall constitute a quorum.

7.10 Lack of Quorum

If within 30 minutes (or such lesser time as may be determined by the Members present) from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the following week, to be held at a suitable time and location subject to venue availability, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

7.11 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, no business can be transacted until there is a quorum present or until the meeting is adjourned or terminated. Despite the loss of quorum, the Members present may continue to discuss matters informally until the meeting is

terminated or adjourned, but no motions may be made nor any resolutions passed unless a quorum is present once more.

7.12 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.13 Notice of Adjourned Meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

7.14 Nominations for Directors

Nominations for Director positions shall be made from the floor of the Annual General Meeting.

A written acceptance of nomination, signed by the nominee, must accompany any nomination if the nominee is not present at the time and place of the election.

7.15 Election Voting Procedures

In elections where there are more eligible nominees than vacant positions for Directors, election will be by secret ballot and the following rules will apply:

- (a) Ballots shall be provided to all voting Members in good standing, and only to those persons.
- (b) No Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions.
- (c) Ballots will be counted following the close of the election by scrutineers appointed by the Board.
- (d) Nominees will be deemed to be elected in order of those nominees receiving the most votes.
- (e) In the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers will place one ballot marked for each tied nominee into a suitable container and the President (or their designate) shall draw one ballot from the container at random, which nominee selected will be elected to the final vacant position.
- (f) The results of an election by secret ballot will be announced to all Members following the counting of the ballots.

7.16 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, additional Policies and procedures related to the nomination and election of Directors, provided that no such Policy or procedure is valid to the extent that it is contrary to the *Societies Act* or these Bylaws.

7.17 Voting Methods Generally

In respect of matters other than the election of Directors, Members may vote by either of the following methods, in the discretion of the Directors:

- (a) by show of hands or voting cards; or
- (b) by written ballot.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, 10% or more of the voting Members present may request a secret ballot, and in such case the vote in question will be conducted by written ballot.

7.18 Voting by Proxy

Voting by proxy is not permitted.

7.19 No participation by electronic means

Participation in a General Meeting by telephone or other electronic communications medium is not permitted.

FINANCIAL MATTERS AND BORROWING

8.1 Accounting

At least fourteen (14) days prior to the Annual General Meeting the Treasurer shall present the books of the Club to the accountants of the Club for inspection and preparation of the year-end statement.

8.2 Year end

For the purpose of the year-end statement the books of the Club shall close on December 31st.

8.3 Accountants

The accountants of the Club shall be appointed by the Directors. The accounting firm appointed by the Directors shall examine and finalize the Club accounts and report thereon to the Directors annually, or at such times as may be deemed necessary by the Directors.

8.4 When Audit Required

The Club is not required to be audited. However, the Club will conduct an audit or review of its annual financial statements if either:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the voting Members require the appointment of an auditor by Ordinary Resolution,

in which case the Club will appoint an external auditor with the qualifications described in section 42 of the *Societies Act* and will comply with the relevant provisions of the *Societies Act*.

8.5 Borrowing Powers

The Directors shall have the power to borrow or raise or secure the payment or repayment of money in such manner as they shall think fit and without limiting the foregoing, by the issue of debentures.

INDEMNIFICATION AND INSURANCE

9.1 Indemnification

To the extent permitted by the *Societies Act*, the Club will indemnify each Director and eligible party (as defined in the *Societies Act*) against all costs, charges and expenses incurred in connection with any legal action or proceeding to which that person:

- (a) is or may be joined as a party, or
- (b) is or may be liable for a judgment, fine or penalty

by reason of that person holding or having held authority within the Club.

9.2 Insurance

The Club may purchase insurance for the benefit of any Directors, Trustees, officers, employees, volunteers, or agents of the Club against personal liability incurred by such persons by virtue of their position with the Club.

SIGNATORIES AND RECORDS

10.1 No Seal

The Club will not have a seal.

10.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Club may be signed as follows:

- (a) by the President, and any other Table Officer, or
- (b) upon authority of the resolution of the Directors by any two (2) Members of the Directors as may be designated by such resolution.

and all contracts, documents and instruments in writing so signed will be binding upon the Club without any further authorization or formality.

10.3 Persons entitled to speak on behalf of the Club

The only persons entitled to make public statements on behalf of the Club are the President, a Vice President, the Secretary, the Treasurer, or a designate of the President. No other person may speak on behalf of the Club, unless authorised to do so by Board Resolution.

10.4 Cheques

Club cheques shall be signed by the Treasurer or the Secretary and countersigned by the President or a Vice-President.

10.5 Inspection of Records by Directors

The documents and records of the Club, including the financial and accounting records and the minutes of General Meetings, committee meetings and Board meetings, will be open to the inspection of any Director during the Club's normal business hours and on at least ten days' notice to the Secretary, and in the case of financial and accounting records, depending on availability of the Treasurer to produce such records.

10.6 Inspection of Records by Members

As required by the *Societies Act*, a Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Club, to examine any of the following documents and records of the Club at the registered address of the Club during the Club's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of Directors and registered office of the Club;
- (c) approved minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;

- (h) the Club's certificate of incorporation, and any other certificates, confirmations or records furnished to the Club by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Club;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or senior manager regarding a conflict of interest.

Except as expressly provided by statute or other law, a Member will not have the right to examine or inspect any other document or record of the Club. However, subject to such Policies as the Board may establish, a Member in good standing may request, in writing delivered to the registered address of the Club, to examine any other document or record of the Club and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

10.7 Directors may restrict access to records

The Directors may, by Board Resolution, restrict the Members' rights to inspect the Club's register of Members or the register of Directors, if the Directors are of the opinion that the inspection would be harmful to the Club or to the interests of one or more of its Members or Directors. In such case access to the register of Members is governed by the *Societies Act*.

10.8 Production fee

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

AMENDMENTS

11.1 Special Resolution Required

The Constitution or Bylaws of the Club may be amended by Special Resolution. Notice of proposed amendments must be given to the Secretary thirty (30) days before the General Meeting at which such resolution is to be submitted to the Members for consideration, and the notice of such meeting shall set out the text of the special resolution as required by the *Societies Act*.

11.2 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date notice of the alteration is filed with the Registrar of Companies in accordance with the *Societies Act*.

11.3 Dissolution

The following provision was formerly in the Constitution of the Club. It may now be altered, despite the fact that it was previously unalterable.

In the event of dissolution of this Club, any assets remaining after payment of all debts and obligations shall be distributed to a Canadian Wildlife Conservation and / or Propagation organization. This provision with reference to dissolution is unalterable.