

NORTH THOMPSON FISH AND GAME CLUB SOCIETY

CONSTITUTION

1. The name of the Society is NORTH THOMPSON FISH AND GAME CLUB SOCIETY.
2. The purposes of the Society are:
 - (a) to ensure the sound, long term management of fish and wildlife and outdoor recreational resources,
 - (b) to make the general public aware of the dangers of land, air and water pollution and to cooperate with other groups with similar objectives,
 - (c) to promote true appreciation for sportsmanship and sports safety in light of current fish and wildlife regulations,
 - (d) to foster good will between sportsmen, outdoor recreationalists and land owners,
 - (e) to support and promote all programs which foster the responsible and safe use of firearms, bow and arrow and other implements used in hunting game,
 - (f) to provide club members with shooting facilities which are safe and secure for both the using members and the surrounding community, and
 - (g) to support and promote the aims and objectives of the British Columbia Wildlife Federation.

SOCIETIES ACT
BYLAWS OF THE NORTH THOMPSON FISH AND GAME CLUB SOCIETY

1. INTERPRETATION

1.1. In these bylaws, unless the context otherwise requires:

- 1.1.1. **“Board of Directors” and “Board”** refer equally to *The Board of directors of The North Thompson Fish and Game Club Society*.
- 1.1.2. **“club” and “society”** refer equally to The North Thompson Fish and Game Club;
- 1.1.3. **“Directors/Executive”** means the Directors of the Society for the time being;
- 1.1.4. **“Committees”** refer equally to each of the special interest grouping into which the Club has been organized;
- 1.1.5. **“ordinary resolution”** means a resolution passed in a general meeting by members of the society by a simple majority of the votes cast in person.
- 1.1.6. **“registered address”** of a member means the member’s address as recorded in the register of members.
- 1.1.7. **“Societies Act”** means the Societies Act of *British Columbia* from time to time in force and all amendments to it;
- 1.1.8. **“special resolution”** means a resolution passed in a general meeting by members of the Society with a majority of not less than two-thirds (2/3) of the votes cast in person.
- 1.1.9. **“general meeting” or “regular meeting”**, means a regularly scheduled meeting of the members of the Society.

1.2. The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

1.3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2. **MEMBERSHIP**

2.1. General Qualification All persons who support the purposes of the Club shall be eligible for membership.

2.2. Kinds of Membership There are three categories of members of the society: Regular Members, Shooting Members and Life Members.

2.2.1. Regular Member - Any person who has paid, or on whose behalf, the annual membership fee has been paid and is in good standing, in accordance with **2.5** below, will be entitled to attend at all general meetings and vote thereat. Regular Members are eligible to participate in any and all Club activities except that he/she will not have shooting privileges at the Range.

2.2.2. Shooting Member - Any Regular Member who has paid all fees and attended the Range Orientation Safety Course, will have the voting rights and privileges of a Regular Member and will be entitled to shooting privileges at the Range. A Shooting Member shall possess a valid Firearms Possession and Acquisition Licence.

2.2.3. Life Member - A member may become a "Life Member" by being so voted at the Annual General Meeting or by paying a sum equal to fifteen (15) times the current annual membership fee for a Regular Member. A Life Member will have all the voting rights and privileges of a Regular Member. A Life Member may also be a Shooting Member providing he meets the requirements of a Shooting Membership.

2.2.4. The Executive of the Society may from time to time, by special resolution, create such other class or classes of membership.

2.3. Registration as a Regular Member Any individual who meets the requirements in **2.1** above may become a Regular Member and shall be entered as such in the Register of Members.

2.4. Membership Fees

2.4.1. The membership year is the calendar year. Membership fees are payable in advance on application for membership and are, thereafter, payable on the thirty-first (31st) day of December.

2.4.2. On the basis of budgetary requirements, the Directors shall recommend for approval at each Annual General Meeting the amount of the Club's annual membership dues for the coming calendar year.

2, **MEMBERSHIP** (continued)

2.5. Failure to Pay Membership Fees All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by them to the Club. They are not in good standing so long as the debt remains unpaid.

2.6. Ceasing to be a Member A person shall cease to be a member of the Club:

- 2.6.1. by delivering his resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club
- 2.6.2. on his death, or in the case of the Club on dissolution.
- 2.6.3. on having his membership terminated.
- 2.6.4. The club may remove from the roll of membership the name of any Club member who fails to pay annual dues by March 31st of that current year. Upon such action by the Club, all privileges of membership shall be forfeited. A member so removed from membership may be reinstated upon payment in full of his/her membership dues.

2.7. Termination of Membership Should any member consider that another member is guilty of conduct which is liable to endanger the welfare, reputation or good order of the Club, it is the duty of that member to so inform the Board. Should the board consider the accusation to have been proven, it shall proceed to terminate the membership of the accused member in accordance with the following process:

- 2.7.1. The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the board by the votes of not less than two-thirds (2/3) of the votes cast by the voting members thereof, at a meeting called for that purpose.
- 2.7.2. The membership of any member may be terminated by the Board, for a reason which the Board may deem to be sufficient, by the votes of not less than two-thirds (2/3) of the votes cast by the voting members thereof, at a meeting called for that purpose.
- 2.7.3. In either instance **2.7.1** or **2.7.2** above, the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the Board a written answer. The member shall also have the privilege of appearing before the Board to state the member's case. Service of such notice shall be made by personal delivery or by registered letter to the member's last known address.

2.7 Termination of Membership (continued)

- 2.7.4. In case of a decision to terminate membership, the secretary shall, within seven (7) days after the date of the Board's decision, notify the member in writing of the decision of the Board. Such member may, within fourteen (14) days after the date of such notice, give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in **Article 16.** of these bylaws.
- 2.7.5. In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least five (5) days notice of such club meeting and its special business shall be given to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.
- 2.7.6. The action of the Board shall be final if no appeal to the club is taken and no arbitration is requested.

- 2.8. Forfeiture of Property Interest** Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

3. NOTICES TO MEMBERS

- 3.1.** With some exceptions, notice may be given to a member, either personally, by telephone, by email or by mail to his registered address.
- 3.2.** Exceptions to **3.1** are noted where necessary in the relevant bylaws.

4. MEETINGS OF MEMBERS

- 4.1. Regular Meetings** Except for the months of July, August and December, this Club shall hold a regular meeting once each month. These regular monthly meetings shall be held on a day, at a time and in a place as prescribed by the Club Directors.
 - 4.1.1. For good cause, the Board of Directors of this club may change a regular meeting to any day during the period commencing with one day following the preceding regular meeting and ending with the day preceding the next regular meeting or to a different hour of the regular day, or to a different place.

4.1 Regular Meetings (continued)

- 4.1.2. The membership shall be given due notice of any changes to the location, dates and times of a regular meeting through announcements circulated through any one or combination of the club phone committee, the club newsletter and/or the local media.
- 4.1.3. Nine (9) Regular Members shall constitute a quorum at the regular meeting of this club.
- 4.1.4. A Regular meeting may be requisitioned by ten (10) % of the voting members.

4.2. Annual General Meeting The annual General Meeting for the election of officers and directors to serve for the ensuing year shall take place in January of each year.

- 4.2.1. Nine (9) regular Members shall constitute a quorum at the Annual General Meeting of this club.
- 4.2.2. The members shall be notified by writing, email or phone not less than fourteen (14) days before the event, of the place, day and hour of the Annual General Meeting.
- 4.2.3. Where there is special business to be conducted at the Annual General Meeting, the general nature of that business shall be stated in the form of a Special Resolution or Notice of Motion as in **6.1.2** below and shall be contained in the notice of meeting required in **4.2.2** above.
- 4.2.4. A proposal to place a matter on the agenda of the Annual General Meeting may be requested by five 5% of the voting members. A proposal must be received by the Society at least 7 days prior to the notice of the annual general meeting being sent.

4.3. Extraordinary General Meetings

- 4.3.1. Nine (9) Regular Members shall constitute a quorum at an extraordinary general meeting of this club.
- 4.3.2. The members shall be notified in writing not less than fourteen (14) days before the meeting of the place, day and hour of the proposed extraordinary general meeting.
- 4.3.3. Where there is special business to be conducted at an Extraordinary General Meeting, the general nature of that business shall be stated in the form of a Special Resolution or Notice of Motion as in **6.1.2** below and shall be contained in the notice of meeting required in **4.3.2** above.

4. MEETINGS OF MEMBERS (continued)

4.4. Board Meetings In order that the Club Directors may direct the business of the club, regular meetings of the Board shall, except for the months of July and August, be held at least once each month as prescribed by the Club Directors.

4.4.1. At all of its meetings, a majority of the Directors then in office shall constitute a quorum of the board.

4.4.2. Special meeting of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

5. PROCEEDING AT MEETINGS

5.1. Proceedings at General Meetings

5.1.1. The rules of order, as set out in the commonly known Robert's Rules of Order, shall govern the proceedings of the Club, its directors, and committees as far as they may be applicable, without coming into conflict with the constitution and bylaws.

5.1.2. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

5.1.3. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. If a General Meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

5.1.4. The President may cancel a General Meeting if a quorum is not present within 20 minutes after the set time. If canceled, the meeting, may, at the discretion of the President, be reconvened one week later at the same time and place. A canceled meeting may be reconvened only once.

5.1.5. The President of the Society, or in his absence, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as Chair of a General Meeting.

5.1.6. If the President and all other Directors present are unwilling to act as Chair, or if there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting

5. PROCEEDING AT MEETINGS (continued)

5.2. Proceedings at Board Meetings:

- 5.2.1. A meeting of the board may be held by a telephone conference call. Directors who participate in this call are considered present for the meeting.
- 5.2.2. The President shall normally be Chair of all meetings of the Directors.
- 5.2.3. If, at a meeting, the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair, but if neither is present the Directors present may choose one of their number to be Chair at that meeting.
- 5.2.4. As a training measure, the President may vacate the chair in favour of the Vice President.
- 5.2.5. The President calls the meetings. The President also shall call a meeting if any two Directors make a request for a meeting.
- 5.2.6. Questions arising at a meeting of the Directors shall be decided by a majority of votes
- 5.2.7. No resolution proposed at a meeting of Directors need be seconded and the Chair may move or propose a resolution.
- 5.2.8. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors

6. RESOLUTIONS

6.1. Types of Resolution This Club shall consider two types of resolution:

- 6.1.1. Ordinary Resolutions An ordinary resolution is one which is passed in a general meeting by members of the Society by a simple majority of the votes cast in person.
- 6.1.2. Special Resolutions The membership must receive advanced notice, in writing, of any intention to propose a special resolution. Such notification to be made not less than 14 days—see **4.2.3 and 4.3.3** above—before the matter is scheduled for discussion. A special resolution must be passed in a general meeting by a majority of not less than two-thirds (2/3) of the votes cast by those members of the Society who, being entitled to do so, vote in person.

6. RESOLUTIONS (continued)

- 6.2. Limitations** No resolution or motion to commit this Club on any matter shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion. A rule made by the membership in a general meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 6.3. Moving** Recognizing the limitations contained in **6.2** above, any member in good standing, excluding the Chair of a meeting, (see **7.3.3** below), may move or propose a resolution.
- 6.4. Seconding** Except as stated in **5.2.7** above, all resolutions moved or proposed at a meeting must be seconded.

7. VOTING

- 7.1. Entitlement** Each member in good standing shall have a vote.
- 7.2. Method** Voting shall be conducted as follows:
- 7.2.1. Other than the election of officers and directors as stated in **10.2.1** below, all business of this club shall be by a show of hands, unless at least two members request that the vote be by ballot.
 - 7.2.2. Voting by proxy is not allowed at any meeting of this club.
- 7.3. Limitations**
- 7.3.1. All resolutions, except Special Resolutions, are passed if a majority of the votes cast are in favour.
 - 7.3.2. Special Resolutions require approval by two-thirds (2/3) of the votes cast to pass.
 - 7.3.3. In meetings of a small board (where there are not more than about a dozen board members present), and in meetings of a committee, the Chair may exercise the rights of a Regular Member as fully as any other member. However, the impartiality required of the Chair of a General Meeting precludes exercising the rights to make motions or speak in debate while presiding, and also requires refraining from voting, except when the vote is by ballot, or whenever his or her vote will affect the result.

8. CLUB EXECUTIVE

8.1. Officers of the Club The officers of this club shall be a president, a vice-president, a secretary and a treasurer.

8.2. The duties of the Club Officers

- 8.2.1. President—It shall be the duty of the president to preside at meetings of the club and Board, as Chief Executive Officer of the Club, to supervise the other officers and members of the Board in the execution of their duties and to perform such other duties as ordinarily pertain to the office of president.
- 8.2.2. Vice-President—It shall be the duty of the vice-president to preside at meetings of the club and Board in the absence of or at the request of the president, to share the responsibility for membership with the Treasurer and to perform such other duties as ordinarily pertain to the office of vice-president.
- 8.2.3. Secretary—It shall be the duty of the secretary to keep the records of membership, send out notices of meetings of the Club and the Board and to record and preserve the minutes of such meetings, to conduct the correspondence of the Club, to have custody of all records and documents of the Club except those required to be kept by the Treasurer, to prepare the required annual report under the Societies Act of the Province of British Columbia and perform such other duties as ordinarily pertain to the office of secretary.
- 8.2.4. Treasurer—It shall be the duty of the treasurer to keep the Club's financial records, including books of account, necessary to comply with the Societies Act, to ensure that each Club Committee maintains financial records, including books of account necessary to comply with the Societies Act, to render financial statements to the Directors, members and others when required, to share the responsibility for membership with the Vice-President and to perform such other duties as pertain to the office of treasurer.

9. BOARD OF DIRECTORS

9.1. Governing Body The governing body of this club shall be a Board of Directors.

9.2. Members of the Board

- 9.2.1. The officers of this club, as defined in **8.1** above, shall be members of the Board.
- 9.2.2. The immediate past president shall be a member of the Board.

9.2 Members of the Board (continued)

- 9.2.3. Aside from the officers of this club, the membership will elect eight (8) Directors. A greater number of Directors, as determined from time to time at the Annual General Meeting, may be elected to the Board as alternate directors. Where a vacancy occurs among the directors, it shall be filled for the balance of the term of the vacancy, by the alternate director who received the next highest number of votes to the director appointed with the least number of votes. If no such candidate is available or willing to serve, the provisions of 11.1 shall prevail.
- 9.2.4. Additional club members, each representing a committee of the club may, in accordance with Club policy, be appointed as ex-officio members to attend Board Meetings. Ex-officio board members shall report to the Board and make recommendations, however they do not have voting rights at the Board meeting. Elected board members may serve as committee representatives and have normal voting privilege.
- 9.2.5. Should a Committee be unable to appoint a representative, for whatever reason, the existing members of the Board may take the steps necessary to fill the resulting vacancy with a suitable candidate.
- 9.2.6. At its first meeting, the Board shall appoint as a member to the Board, from the membership, a Club Safety Officer. The Club Safety Officer may also be the Chief Range Officer.
- 9.2.7. If approved by a majority of all current Board members, the Board of Directors may appoint additional directors from the general membership, as may be required from time to time.
- 9.2.8. The term of such appointments shall be until the next Annual General Meeting.
- 9.2.9. Each officer and each director shall be a member in good standing of this club and be at least eighteen (18) years of age.
- 9.2.10. Members of the Board of Directors **cannot**:
 - a. be declared incapable by a court,
 - b. be an un-discharged bankrupt,
 - c. have been convicted of fraud or certain other criminal offences within the last five (5) years (unless they received a pardon).

If a Member becomes disqualified while in office, he or she must resign from the Board.

9.2 Members of the Board (continued)

9.2.11. A Director who is in conflict of interest must:

- a. promptly and fully disclose the conflict to the directors,
- b. leave the room during any discussion or vote at a board meeting on the conflict matter,
- c. refrain from any action intended to influence the discussion or vote,
- d. abstain from voting on the conflict matter

A record is to be kept of any disclosures by directors of a conflict of interest.

9.3. Decisions of the Board

9.3.1. The Board of Directors, in compliance with the Federal Shooting Clubs and Shooting Ranges Regulations, is responsible for, and will have absolute and final authority of the writing and publication of all Range Policies and Rules for any shooting range or facility falling under the control of the Club.

9.3.2. Except as herein otherwise specifically provided, the decision of the Board in all club matters shall be final, subject only to an appeal to the club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the club. On such appeal, the decision appealed from shall be reversed only by a two-thirds (2/3) vote of the members present, at a regular meeting specified by the Board, a quorum being present, notice of such appeal having been given by the secretary to all members of the Club at least fourteen (14) days previous to such meeting.

10. ELECTION OF OFFICERS AND DIRECTORS

10.1. Nominations

10.1.1. A nominating committee may be appointed to collect nominations for Officers and Directors.

10.1.2. At a regular meeting prior to the Annual General meeting, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer and directors.

10.1.3. The nominations may be presented to the nominating committee prior to the Annual General Meeting, or by members from the floor at the Annual General Meeting.

10.1 Nominations (continued)

10.1.4. A nominee must sign a Director Consent Form, prior to the election, to confirm he or she is not disqualified to stand for office (See 9.2.10).

10.2. Voting

10.2.1. An election may be declared by acclamation, otherwise voting for Club officers and directors will be by written ballot.

10.2.2. The nominations duly made shall be placed on a ballot, approved by the Board of Directors, and shall be voted for at the annual general meeting.

10.3. Election

10.3.1. The candidates for president, vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. If a majority is not reached at an election where there are more than two candidates vying for a single position, the candidate with the fewest votes will be struck from the list of candidates and the vote will be retaken.

10.3.2. Candidates for director receiving a plurality of votes shall be declared Directors of the Board.

10.4. Term of Office Elected officers and members of the Board shall take office after his or her election or appointment and shall serve until the end of the next Annual General Meeting.

10.5. Immediate Past President

10.5.1. The Immediate past President serves as a member of the Board by virtue of **9.2.2** above. His duties shall be to:

- a) if established in accordance with 10.1.1 above, chair the nominating committee,
- b) supervise the voting process during the election of officers,
- c) act as liaison with other organizations which share goals similar to the Club, and
- d) Perform such other duties as may be prescribed from time-to-time by the current President.

10. ELECTION OF OFFICERS AND DIRECTORS (continued)

10.6. Club Safety Officer: As an appointee of the Board, **9.2.6** above, the Club Safety Officer will keep the Board informed as to the safety status of Club grounds and buildings and the degree to which Club activities conform to the various regulations and requirements for both general safety and those which are specific to the various activities within the property for which the Club is responsible. The Club Safety Officer may also be, and assume the duties of the Chief Range Officer.

11. VACANCIES ON THE BOARD

11.1. Subject to the provisions of 9.2.3, a vacancy on the Board of Directors, or any office, may be filled by a member appointed by the Board, to serve for the balance of the term of the vacancy.

12. REMOVAL OF DIRECTORS AND OFFICERS

12.1. An officer and/or director shall cease to be such and shall automatically be removed as a director or officer under the provisions of **2.6** or **2.7** above or by a Special Resolution approved by the membership.

13. COMMITTEES

13.1. The Club shall have Standing Committees which are responsible for the ongoing functions of the Club. These Standing Committees are, but not limited to:

- a) Finance Committee
- b) Range Committee
- c) Fund Raising Committee
- d) Environment, Habitat & Wildlife Management Committee

Sub-Committees may be formed within the Standing Committees. eg. Range Operations and Range Maintenance within the Range Committee.

13.2. The Executive of the Society may, from time to time, create new committees without necessitating the changing of the existing Constitution & By-Laws.

13.3. Special Committees shall be initiated to carry out the short term functions of the Club. eg. Fish Derby, Fall Fair, Game Banquet etc.

13.4. In its efforts to pursue and enhance the special interests of its membership, each Committee shall adhere in all respects to the letter and spirit of the Constitution and Bylaws of the Club.

14. **FINANCES**

14.1. Banking The treasurer shall deposit all funds of the Club in a financial institution to be named by the board.

14.1.1. All bills shall be paid only by cheque with the signing authority to be assigned by a resolution of the Board.

14.2. Budget Prior to the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes of the Club as a whole unless otherwise ordered by action of the Board.

14.3. Budgeting Process In order to ensure that all members of the Club have an opportunity to become informed and involved in the creation and approval of the budget, the following process will be followed:

14.3.1. Each Committee will prepare for the club treasurer, a detailed budget for the coming year, a semi-annual income and expense statement and a semi-annual balance sheet.

14.3.2. These budget statements will be submitted to the Treasurer not later than the regular meeting of November and the regular meeting of May

14.3.3. The club treasurer will prepare for the membership a consolidated statement of the above in order to report semi-annually on the entire financial status of the club. These reports will be submitted to the membership at the annual General Meeting in January and at the regular meeting of June.

14.4. Restrictions on Committee Debt In planning expenditures, Committees shall adhere to the following guidelines:

14.4.1. Self Sufficiency Committees of this club shall plan their expenditures based on their own available and projected resources.

14.4.2. Borrowing Powers Committees of this club have no borrowing authority.

14.4.3. Assumption of Debt Committees of this club have no authority to assume a financial debt without the prior approval of the Board.

14.4.4. Liability of the Club Without the prior approval of the Board, Committees of this club may not commit to an expenditure of funds which would make the club in any way liable for all or part of any resulting debt.

14. FINANCES (continued)

14.5. Spending Limits Even where a Committee of this club has access to sufficient funds to support a proposed level of spending on either General and Administrative Matters or Capital Expenditures, the following expenditure limits are established to ensure proper and prudent financial controls for the benefit of all club members.

14.5.1. General and Administrative Matters: It is recognized that each Committee has a need to meet ongoing expenses in its efforts to provide activities for its membership and to provide improvements to the facilities those members use. For this reason, each Committee has a monthly General and Administrative spending limit which will be determined during the setting of the annual budget. Should a Committee wish to exceed this spending limit, the Chairman and Treasurer of the Committee shall make written application to do so to the Board of Directors. The Board shall deal with this application within one week of its receipt and shall, either in person or by telephone, immediately inform the Committee Chairperson of the Board's decision.

14.5.2. Capital Expenditures: Capital expenditures are long term commitments which increase the equity value of the entire Club and the property of the membership. Long term expenditures shall be forecast well in advance and shall be contained in the Club and Committee budgets submitted by the Club Treasurer for approval at the Annual General Meeting. Should a Committee wish to exceed this spending limit in the event that unbudgeted, emergency capital expenditures are required by a Committee, the Chairman and Treasurer of the Committee shall make written application to do so to the Board of Directors. The Board shall deal with this application within one week of its receipt and shall, either in person or by telephone, immediately inform the Committee Chairperson of the Board's decision.

14.6. Audit An audit or review by an accountant or other qualified person shall be made once each year of all the club's financial transactions.

14.7. Bonding Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club. Cost of bond shall be borne by the club.

14.8. Fiscal Year The fiscal year of this Club shall extend from January 1st to December 31st.

14. FINANCES (continued)

14.9. Borrowing Powers, authority of the Board In order to carry out the purposes of this Club, the Board may, on behalf of and in the name of this club, raise or secure the payment or repayment of money in the manner they decide, and, in particular, without limiting the foregoing, by the issue of debentures.

14.9.1. No debenture shall be issued without the sanction of a special resolution approved by the membership.

14.9.2. The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

14.10. Remuneration of Other Financial Benefits No voting members of the Executive or Board of Directors shall receive remuneration or other financial benefits for their services to the organization, regardless of the type of service performed.

14.10.1. Sub Section **14.10** above notwithstanding, although a director must not be remunerated for being or acting as a director, a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

15. ACCEPTANCE OF OBJECT AND COMPLIANCE WITH CONSTITUTION AND BYLAWS

15.1. A member, by payment of a membership fee, thereby accepts the principles of the Club as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of the club. No member shall be absolved from the observance of the constitution and bylaws on the plea that such member has not received a copy of them.

15.2. This bylaw applies equally to individual members and collectively to members of a Committee of the Club.

15.3. If a compliance review warrants, and, if a majority of all current Board members vote in favour, the Board shall, within 14 days of completion of that review, provide the individual(s) or officers of the Committee considered to be in noncompliance, with:

- a) a written report providing the details of the review, and
- b) the corrective action expected by the Board, and
- c) the time, date and place where the individual(s) or officers of the Committee under review will meet with the Board to resolve the situation.

15. ACCEPTANCE OF OBJECT AND COMPLIANCE WITH CONSTITUTION AND BYLAWS (continued)

15.4. Should the individual(s) or officers of the Committee under review not attend the meeting scheduled in accordance with **15.3.3** above, or, should that meeting be unable to arrive at an acceptable resolution to the problem, the individual(s) or officers of the Committee under review may be sanctioned by a motion of the Board.

15.5. A motion to sanction must be supported by a two-thirds (2/3) vote of all current Board members. Sanctions shall be:

15.5.1. An individual or a Committee of the Club may be suspended from attending all club activities and from the use of all Club facilities until the matter under review is resolved to the satisfaction of the Board.

15.5.2. Should the matter under review not be resolved to the satisfaction of the Board within ninety days of the meeting required under **15.3.3** above, the Board may consider Termination of Membership(s) under **2.7** above. All rights of appeal and arbitration remain in force under this bylaw.

16. ARBITRATION

16.1. Should any dispute arise between any member or members, or a former member or members, and the club, or any officer of the Board of the club, relative to membership or to any alleged breach of the constitution or bylaws, or the expulsion of any member from the club, or any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Those persons as arbitrators need not be members of the Club. Those persons appointed as Umpire shall NOT be a member of the Club. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the Umpire, shall be final and binding on all parties.

17. BYLAWS

17.1. This club shall adopt bylaws not inconsistent with the provisions of the Societies Act, the regulations or any other enactment of British Columbia or Canada, and if a provision of these bylaws is inconsistent with the Societies Act, the regulations or any other enactment of British Columbia or Canada, the provision has no effect.

18. AMENDMENTS

18.1. The Constitution

18.1.1. The constitution of this club may be amended by special resolution at any regular meeting, a quorum being present, by a majority of not less than two-thirds (2/3) of the votes cast by members present, provided that notice of such proposed amendment shall have been mailed to each member at least fourteen(14) days before such meeting.

18.1.2. Amendments to the Constitution of this club may be proposed only by members of this club.

18.1.3. Once adopted by the Club, proposed amendments to the Constitution will be forwarded to the Registrar of Companies for final approval under the terms of the Societies Act of British Columbia.

18.2. The Bylaws

18.2.1. These bylaws may be amended by special resolution at any regular meeting, a quorum being present, by a majority of not less than two-thirds (2/3) of the votes cast by members present, provided that notice of such proposed amendment shall have been mailed to each member at least fourteen (14) days before such meeting.

18.2.2. Such approved special resolution is effective on the later of the date on which it is filed with the Registrar and the date specified on the resolution.

18.2.3. Once approved in accordance with **18.2.1**, the amended bylaws will be filed with the Registrar of Companies under the terms of the Societies Act of British Columbia.

19. The operations of the Society shall be carried on, in and about the North Thompson Valley, in the Province of British Columbia. This provision is alterable.

20. On the winding up and dissolution of the Society, all funds or assets remaining after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose within the Province of British Columbia, or to the Minister of Finance as may be determined by the members of the Society at the time of winding up or dissolution. **This provision was previously unalterable.**