

## BY-LAWS OF FRASER VALLEY POULTRY FANCIERS ASSOCIATION

### Part 1 – Interpretation

1. In the by-laws, unless the context otherwise requires,
  - a. "Directors" means the Directors of the Society for the time being;
  - b. "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c. "registered address" of a member means his address as recorded in the register of members.
  - d. The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing the male person include a female person and a corporation.

### Part 2 – Membership

3. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in the accordance with these by-laws and in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these by-laws.
6.
  - a. The amount of the first annual membership dues shall be determined by the directors and thereafter; the annual membership dues shall be determined or confirmed at the Annual General Meeting of the Society.
  - b. Membership fees shall be payable at the time of acceptance into the club and shall be renewed annually or as required, based on membership category.
7. A person shall cease to be a member of the Society:
  - a. by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society or,
  - b. upon his or her death or in the case of the corporation of dissolution or,
  - c. on being expelled or,
  - d. on having been a member not in good standing for three consecutive months.
8. A member may be expelled by a special resolution of the members passed at a General Meeting considering:

- a. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - b. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

10. General Meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
11. Every General Meeting, other than an Annual General Meeting is an extraordinary General Meeting.
12. Ten percent of the voting members of the Society may requisition a General Meeting. Said meeting to be called ten days after a written request is received by the President.
13. Notice of a General Meeting shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.
  - a. The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by many of the members entitled to receive notice does not invalidate proceedings at all meetings.
14. The Annual General Meeting will be held during the month of February.

### **Part 4 – Proceedings at General Meetings**

15. Special business is:
  - a. all business at an Extraordinary General Meeting except the adoption of rules of order, and
  - b. all business that is transacted at an Annual General Meeting, except,
    - I. the adoption of rules of order,
    - II. the consideration of the financial statements,
    - III. the report of the directors,
    - IV. the report of the auditor, if any,

- V. the election of directors,
  - VI. the appointment of the auditor, if required and,
  - VII. such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- a. 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.
  - b. A quorum is 5 members present or such greater number as the members may determine at a General Meeting.
17. Subject to By-law 18, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as Chairman of a General Meeting.
18. If at a General Meeting, (a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or (b) the President and all the other Directors present are unwilling to act as Chairman; the members present shall choose one of their number to be Chairman.
19. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at a meeting from which the adjournment took place.
- a. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - b. Except as provided in the by-law it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
20. Resolutions moved at a meeting must be seconded and the Chairman may not move or propose a resolution.
- a. In case of an equality of votes the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
21. A member in good standing present at a meeting of members is entitled to one vote.
- a. Voting is by show of hands.

- b. Voting by proxy is not permitted.
  - c. A family membership shall entitle one person from that family to vote at meetings. (One vote per family.)
22. A corporate member may vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of the member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
- a. The Constitution and By-laws, or either, may be amended only at an Annual General Meeting by a special resolution passed by 75% of the vote, provided all notice of the proposed amendment has been given in a prescribed manner consistent with By-law 52 to all members at least thirty days prior to the Annual General Meeting.
  - b. Any resolution other than a special resolution shall be deemed passed if a majority of the members' present vote in favour of such.

#### **Part 5 — Directors and Officers**

23. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meetings, but subject, nevertheless, to the provision of, (a) all laws affecting the Society, (b) these by-laws and, (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in General Meetings.
- a. No rule, made by the Society in General Meetings, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
24. The President, Vice-President, Secretary, Treasurer and one or more other persons shall be the Directors of the Society. The number of Directors shall be 5 or such greater number as may be determined from time to time at a General Meeting.
25. The Directors shall hold office for 2 year terms at which time new elections shall be held at the Annual General Meeting.
- a. Separate elections shall be held for each office to be filled.
  - b. An election may be by acclamation; otherwise it shall be by ballot.
  - c. An officer may run for re-election.
26. Any vacancy in the Board of Directors shall be filled by an election at a General Meeting of the Society.

- a. A director so appointed holds office only until the conclusion of the following Annual General Meeting of the Society, but is eligible for re-election at the meeting.
27. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
28. The members may by special resolution remove a Director before the expiration of his term of office and may elect a successor to complete the term of office.

#### **Part 6 – Proceedings of Directors**

29. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
  - a. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
  - b. The President shall be Chairman of all meetings of the Directors; but if at any meeting, the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman, but if neither is present the Directors present may choose one of the number to be Chairman at that meeting.
  - c. A Director may at any time and the Secretary, on the request of a Director shall convene a meeting of the Directors.
30. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
  - a. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
31. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be Chairman of the meeting.
32. The members of the Committee may meet and adjourn as they think proper.
33. For the first meeting of the Directors, held immediately following the election of a Director or Directors, etc. at an Annual or General Meeting of members, it is not necessary to give notice of

the meeting to the newly elected Director or Directors for the meeting to be duly constituted, if a quorum of Directors is present.

34. A director who may be absent temporarily from BC may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver and until the waiver is withdrawn, a. no notice of meetings of Directors shall be sent to that Director and, b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
35. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of Votes.
  - a. In case of an equality of votes the Chairman does not have a second or casting vote.
36. Resolutions moved at a meeting of Directors or Committee of Directors must be seconded and the Chairman may not move or propose resolutions.
37. 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.

#### **Part 7 – Duties of Officers**

38. The President shall preside at all meetings of the Society and of the Directors.
  - a. The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
39. The Vice-President shall carry out the duties of the President during his absence.
40. The secretary shall:
  - a. conduct the correspondence of the Society,
  - b. issue notices of meetings of the Society and Directors,
  - c. keep minutes of all meetings of the Society and Directors,
  - d. have custody of all records and documents of the Society except those required to be kept by the treasurer,
  - e. have custody of the common seal of the Society and,
  - f. maintain the register of members.
41. The Treasurer shall:

- a. keep such financial records, including books of account, as are necessary to comply with the Societies Act and,
  - b. render financial statements to the Directors, members and others when required.
42. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- a. Where a Secretary-Treasurer holds office, the total number of Directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 24.
43. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
44. The Society shall not have any borrowing powers.

#### **Part 8 — Auditor**

45. This part applies only where the Society is required or has resolved to have an Auditor.
46. The first Auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of Auditor.
47. At each Annual General Meeting the Society may appoint an Auditor to hold office until he is re-elected or his successor is elected at the new Annual General Meeting.
- a. The Auditor shall audit and present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditures, assets and liabilities of the Society during the preceding fiscal year.
48. An Auditor may be removed by ordinary resolution.
49. An Auditor shall be informed forthwith in writing of appointment or removal.
50. No Director and no employee of the Society shall be Auditor.
51. The Auditor may attend General Meetings.

#### **Part 9 — Notices to Members**

52. A notice may be given to a member, either personally, by mail, by telephone, or electronic mail (e-mail) to him at his registered address or the address provided on the most recent application for membership.
53. A notice sent by mail or e-mail, shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is

sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle or the second day following that which the e-mail was sent.

54. Notice of a General Meeting shall be given to
- a. every member shown on the register of members on the day notice is given and,
  - b. the Auditor, if Part 10 applies.
  - c. No other person is entitled to receive a notice of General Meeting.

#### **Part 10 – Dissolution**

55. In the event of the Society failing and being wound-up for any cause, all monies, after satisfaction of its debts and liabilities shall be given or transferred to the another registered society with a related purpose in the Province of British Columbia at the discretion of the Board of Directors. **This clause was previously unalterable.**
56. The Society shall only be dissolved with the consent of 75% of members through a vote to be held by secret ballot. The motion for dissolution must provide the name of the beneficiary of the assets of the Society and proposed date of dissolution. Voting may be through mail, e-mail or in-person. **This Clause was previously unalterable.**

#### **Part 11 – By-laws**

57. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-laws of the Society.
58. These By-laws shall not be altered or added to except by special resolution.

#### **Part 12 – Books and Records**

59. The Directors shall see that all necessary books and records of the Society or by applicable statute or law are regularly and properly kept.
60. The books of the Society shall be open to inspection by the members at all reasonable times at the office of the Society.
61. All correspondence, books and records of the Society are the property of the Society and must be present at the Annual General Meeting. In all matters not regulated by these rules, Roberts Rules of Order, newly revised, shall govern.