

NORTH PEACE ROD & GUN CLUB CONSTITUTION

1. The name of the Society is NORTH PEACE ROD & GUN CLUB (hereinafter referred to as the CLUB and/or SOCIETY)
2. The objects of the Society are:
 - (a) To encourage fish and game conservation, enhancement, protection, and to ensure we work to maintain our outdoor hunting and fishing heritage;
 - (b) To promote and further all shooting sports, the sport of archery, and in connection therewith to own, lease, and manage premises designed and used for that purpose and for other recreational purposes generally;
 - (c) To promote good sportsmanship to teach the proper used and safe handling of firearms to all members of the community;
 - (d) To maintain a club-house for the use of the members;
 - (e) To hold and arrange for the pleasure of the members, concerts, entertainments, tournaments, matches and other competitions;
 - (f) To acquire by purchase, gifts, or otherwise guns, ammunition, trap shooting equipment, furniture, books, periodicals, games and personal property of all kinds;
 - (g) To acquire and dispose of lands and premises by purchase, lease or otherwise

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SCHEDULE B By-Laws of the North Peace Rod & Gun Club

Part 1 — INTERPRETATION

1. *(1) In these bylaws, unless the context otherwise requires:
"directors" means the directors of the society for the time being;
"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
"registered address" of a member means the member's address as recorded in the register of members.
(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.*
2. *Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.*

Part 2 - GENERAL

- 2.1 The operations of the Society are to be chiefly carried on in the vicinity of Fort St. John and elsewhere in the Province of British Columbia.
- 2.2 The North Peace Rod & Gun Club guarantees access to any recreational facility which is constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use in accordance with the purposes of the facility; the charge for using the said facility to those members of the public who are not members of the CLUB shall be either a daily or hourly charge, or other charges as agreed upon between the CLUB and the Ministry of the Provincial Secretary and Government Services, or the Ministry of Government charged with this responsibility. ***This provision was previously unalterable.***

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- 2.3** In the event of the dissolution of the North Peace Rod & Gun Club where the North Peace Rod & Gun Club has received funds from Her Majesty in the Right of the Province of British Columbia to construct, in part or in whole, any recreational facility, the Ministry of the Provincial Secretary and Government Services shall be advised prior to such action and any assets remaining after payment of all debts and obligations shall be distributed to a registered charitable organization with similar purposes in British Columbia as recognized by Revenue Canada, or to a suitable level of local government. *This provision was previously unalterable.*

Part 3 - MEMBERSHIP

- 3.1** The members of the Society shall be the subscribers to the Constitution and of these By-Laws and those persons admitted to membership in conformity with these By-Laws.
- 3.2** (a) Membership in the Society shall be limited to those persons, societies or associations incorporated or not who are interested in the objects of the Society. There shall be classes of members namely:
- a. Ordinary members – who shall be of the full age of *eighteen (18)* years of age or older;
 - b. Junior Members - who shall be of the full age up to the age of *seventeen (17)* years;
 - c. Life Members - is any member who purchased a Life Membership available through the Society or an individual who has been awarded a Life Membership by the Society during an event
 - d. Honourary Members –
 - (i) Any person who has made an outstanding contribution to the welfare of the Society may be elected to Honourary membership by a simple majority at the Annual Meeting upon the recommendation of the Board of Directors;
 - e. Family Members – all those who are in a family unit with children to be *seventeen (17)* years of age or younger;

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- f. Senior Members – those who have reached the age of sixty-five (65) years;
- (b) Such persons shall become members upon payment of an initial membership fee and other requirements as shall be determined from time to time by the Board of Directors and the current annual fee for membership in the Society.
- (h) Honourary Members shall be entitled to all privileges of membership except holding office.
- (i) Every member shall be bound by and submit to the Constitution and the By-Laws for the Society.
- (j) A person shall cease to be a member of the Society:
 - (i) By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (ii) On his death;
 - (iii) By being expelled or;
 - (iv) By being a member not in good standing for twelve (12) consecutive months.
- (k) A person may be expelled by a special resolution of the members passed at a general meeting.
 - (i) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (ii) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 - (iii) Any person who ceases to be a member or is expelled as a member in any calendar year may apply for membership the following calendar year or any year thereafter.

Part 4 - GENERAL MEETING

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- 4.1** The first Annual General meeting of the Society shall be held in the month of October next following incorporation of the Society, and thereafter an Annual General Meeting shall be held *1x per year within 6 months of the end of the Society's fiscal year end*, and shall be called by the Secretary of the Society or any other Director acting in his stead at such time and place as the Directors of the Society may determine. Notice shall be given to paid up members in good standing not less than seven (7) days prior to the date set for the Annual Meeting. In default of the meeting being so held, the Annual General Meeting may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
- (a) An in person Annual General Meeting may not be convened if the business to be conducted at the Annual General Meeting is resolved ahead of time by consent resolutions which must include financial statements; or*
 - (b) An Annual General Meeting can be held partially by electronic means (ie Skype or similar), or wholly electronic; or*
 - (c) By means of Email, ensuring that all members must be able to see all email threads and any votes taken must adequately disclose the intentions of the resolution; and*
 - (d) If there is no quorum on the date/time/location called, the Annual General Meeting must be held at the same date/time/location the next day. If no quorum is still not present then those present constitute the quorum.*
- 4.2** In addition to the Annual General Meeting, the Chair of the Board of Directors (also known as the President), or any other Director acting in his stead by order of the Directors or upon the request in writing of not less than ten (10) members of the Society shall call a Special General meeting of the members and notice shall be given as specified in paragraph six thereof:
- a. The Board of Directors shall be elected at the Annual General meeting of the Society;
 - b. Any regular member of the Society in good standing is eligible for election as a Director;

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- c. The regular term of office for Directors shall be for two (2) years. The Board of Directors shall remain in office until such time as successors are elected;
- d. The Board of Directors will be elected so that half of their number will be elected on alternate years;
- e. The members by special resolution may remove a Director before the expiration of his term of office, and may elect a successor to complete his term of office;
- f. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society;
- g. 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 the Directors;
- h. At the Annual Meeting of the Society the elections of the Executive shall be by secret ballot.

4.3 At least seven (7) days notice in writing, verbally, electronically (including but not limited to email, texting, web page, VOIP, or any electronic means not yet created) of all General Meetings shall be given to the members, and in the case of special business, the general nature of the business shall be specified in the notice of the General Meeting.

4.4 A quorum at any General meeting shall consist of at least ten (10) members in good standing present or otherwise represented as provided by these By-Laws. If within half an hour from time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same and place, and, if at the adjourned meeting a quorum is not presenting within half an hour from the time appointed for the meeting, the members present shall be a quorum.

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- 4.5 Every member of the Society in good standing shall have one vote at all Annual, Special General, and General Meetings of the Society.
- 4.6 *If during a meeting, a member leaves thus resulting in a lower number than was required to start the meeting with a quorum, the meeting is still valid as the required number was present at the start of the meeting.*

Part 5 - DIRECTORS

- 5.1 The affairs of the Society shall be managed by a Board of Directors, a minimum of nine (9) and not more than twenty-one (21), who shall be elected annually and shall remain in office until their successors have been duly elected. On the election of the board of Directors by the members of the Society, certain of the Directors so elected shall be designated by the members of the Society as holding the following positions and be known as the **OFFICERS** of the Society:
- i. President;
 - ii. First Vice President;
 - iii. Second Vice-President;
 - iv. Secretary, and;
 - v. Treasurer.
- 5.2 An **OFFICER** of the Society may not serve more than two (2) consecutive terms in one position on the Board but may be elected to another position, as an **OFFICER** of the Society, so long as the consecutive terms does not exceed four (4) terms of office.
- (a) No person shall be eligible for election as a Director unless he is a member of the Society in good standing and a retired Director shall be eligible for re-election:
- (i) Candidates for the office of President or First or Second Vice-President must have served on the Board of Directors in the previous three (3) years.
 - (ii) Past President will automatically be on the executive to serve in an advisory capacity, **AND WILL HAVE VOTING RIGHTS**

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**THE SAME AS ANY OTHER MEMBER (removed no
voting)**

- (b) At least one month prior to the Annual General Meeting the Directors shall appoint a Nomination Committee consisting of **AN OFFICER** and two other members of the Society and such Nomination Committee shall prepare a full slate of nominees for elections as Directors and shall advise the Secretary of the Society of same at least twenty-one (21) days before the Annual General Meeting in order that he may include same in the notice of the Annual General meeting. Such notice can be given by telephone, mailing, verbally, electronically (including but not limited to radio, TV, email, texting, web page, VOIP, or any electronic means not yet created). Further nominations for election as Directors may be made during the Annual General Meeting from the floor, nominating a person present or providing a letter of written consent from an individual who wishes to let their name stand for the position of a Director.
- (c) The Directors shall have power to make regulations governing the affairs of the Society.
- (d) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have the deciding vote, as the Chair is not eligible to vote on the initial process. Any Director who is dissatisfied with any decision by the Board of Directors, may, by notice in writing to the Secretary, requisition a Special General Meeting of the society for the purpose of reviewing such decision.
- (e) The quorum necessary for the transaction of the business of the Board shall be seven (7) members, which may include those who hold the positions of President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Directors.
- (f) The Board of Directors may cast together for the dispatch of business, adjourn and otherwise regulate their meetings, as they

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think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors, upon 24 hours notice by telephone, mailing, verbally, electronically (including but not limited to radio, TV, email, texting, web page, VOIP, or any electronic means not yet created).

- (g) The Directors may delegate any of their powers to committees consisting of such member or members of the Society as they think fit and appoint the Chair thereof; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors. The Chair of each committee so appointed shall be required to attend Board Meetings upon request and to report plans which must be approved by the Board of Directors.
- (h) The President, or in his absence, the First or Second Vice-President of the Society, shall preside as Chair at any General Meeting of the Society and at any meeting of the Directors. If at any meeting of the Society, or of the Directors, the President or First or Second Vice-President, is not present within 15 minutes after the time appointed for holding the meeting, the members or Directors, as the case may be, present shall choose someone of their number to be Chair.
- (i) Any member of the Board of Directors who is absent for three (3) consecutive meetings without a reason acceptable to the majority of the Board of Directors shall cease to hold office.
- (j) Any casual vacancy occurring in the Board of directors, may be filled by the Directors from the membership of the Society in good standing, but any member so chosen shall retain office only as long as the vacating Director would have retained office if no vacancy had occurred.
- (k) No Director shall receive any remuneration for his office.

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Part 6 - BORROWING POWERS

- 6.1 For the purpose of carrying out the objectives of the Society, the Directors may borrow or raise any sum or sums of money from any bank, banks, persons, or corporations which may be selected by the Board of Directors, upon the issue of debentures or mortgages or otherwise on such terms as they think proper; and may execute or empower any person or persons on behalf of the Society to execute all acts and deeds necessary or advisable to supply securities and documents necessary PROVIDED ALWAYS THAT such actions shall be taken only upon the passing of an extraordinary resolution.

Part 7 - POWER TO ACQUIRE PROPERTY

- 7.1 For the purpose of carrying out the objectives of the Society, the Directors may purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, or any interest therein, that the Society may think necessary or convenient and may mortgage, let, improve, and develop the same and erect and maintain any necessary buildings or structures thereon.

Part 8 - MEMBERSHIP IN OTHER ORGANIZATIONS

- 8.1 The Society may, if authorized so to do by an extraordinary resolution, subscribe to, become a member of, and co-operate with any other society, or association, whether incorporated or not, whose objects are in whole or part similar to its own objects.

Part 9 – BANK

- 9.1 Accounts shall be kept in the name of the Society at the bank or banks to be selected by the Board of Directors.
- 9.2 The Directors may authorize, from time to time, such person or persons as the Directors may think necessary to transact the Society's banking with the said bank, and to sign and execute on

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behalf of the Society all documents, securities, agreements, promises and pledges.

Part 10 – AUDITORS

10.1 Auditors shall be appointed and their duties regulated in accordance with the “Societies Act” or any statutory modification thereof for the time being in force.

Part 11 – SEAL

11.1 The Secretary of the Society shall have the custody of the corporate seal of the Society, which shall not be affixed to any instrument except by authority of a resolution of the Directors and in the presence of either the President or the Vice-President and the Secretary, or such persons as the Directors by resolution may authorize.

Part 12 - DUTIES OF THE OFFICERS

12.1 **The President shall preside at all meetings of the SOCIETY and the Board of Directors. Except in his absence or at his discretion, a Vice-President may take the chair.**

12.2 **A Vice-President named by the President or selected by the Board of Directors shall carry out the duties of the President during his temporary absence or in the event of the resignation of the President. In the case of there being no President elected at the Annual General Meeting the Board of Directors shall name a Vice-President to carry out the duties of the President.**

12.3 **AN ELECTED OR APPOINTED SECRETARY SHALL:**

- (a) Conduct the correspondence of the Federation.**
- (b) Issue notices of meetings of the Society and Directors.**
- (c) Cause minutes to be made and kept of all meetings of the Society and the Board of Directors and**

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- (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 Federation.**
- (f) Maintain the Register of Members.**

12.4 The duties of the Treasurer,

- (a) Shall keep the financial records, including books of account necessary to comply with the Societies Act.**
- (b) Shall render financial statements to the Board of Directors, members and others when required.**
- (c) Shall prepare a report for the Annual General Meeting.**
- (d) Any Officer of the Board shall have the authority to inspect the Society treasury books at any time.**

PART 14 - INDEMNIFICATION:

14.1 Subject to the provisions of the Societies Act, every Director and Officer of the Society and his or her heirs, executors and administrators and his or her estate shall be indemnified and saved harmless out of the funds of the said Society in relation to and against:

- a) All costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit, legal proceeding, or arbitration, administrative tribunal proceedings, or otherwise that is brought, commenced, or prosecuted against him or her in respect of any act, deed, error, or omission, or any matter, or thing whatsoever undertaken by him or her within the context of the execution of the duties of their office provided same are undertaken in good faith, and do not constitute a violation of any applicable law; and**
- b) All other costs, charges and expenses that may be sustained or are sustained or incurred in or about or in relation to the affairs of the Society except such costs, charges, or expenses which are specifically identified by Statute to be his or her individual liability.**

c) Validity of Actions

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No act or proceeding of any Director or member of the Board of Directors, or of the Board collectively, shall be deemed invalid or ineffective by reason of the subsequent determination of any irregularity, error, or omission, in regard to any act or proceeding in relation to the Board of Directors, if undertaken in good faith and in the ordinary course of business of the Society.

- d) Subject to the Societies Act, the Society may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Society pursuant to the provisions herein and the Board may purchase such insurance with appropriate coverage from time to time as the Board of Directors deems appropriate.**
- e) The Society is granted the authority and allowed to enter into any Indemnity Agreement with any specific Director or Officer in order to give full force and effect to the terms and provisions in relation to protection and indemnity as specified herein.**
- f) Directors may rely upon the accuracy of any statement found in any report prepared by the auditors of the Society and shall not be responsible or held liable for any loss or damage arising from any matter in relation to such statement or report, and may prima facie rely upon such information within the context of the conduct of their duties indemnification and payment of expenses.**

Part 15 – AMENDMENTS

15.1 The Constitution and By-Laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society

15.2 Notice of a proposed amendment shall be duly entered in the minutes and copy thereof sent to every member of the Society in good standing. The majority required to pass an extraordinary resolution shall be two-thirds (2/3) of the members in good standing present at the meeting.

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Submitted by: Rick Ekkel