

### **Form 3**

## **SOCIETY ACT**

### **Constitution**

#### **FRESHWATER FISHERIES SOCIETY OF B.C.**

1. The name of the Society is the Freshwater Fisheries Society of B.C. (the "Society").
2. The purpose of the Society is to conserve and enhance the freshwater fish resources of British Columbia for the benefit of the public, by
  - a) supporting the creation, maintenance, and improvement of public recreational fisheries,
  - b) assisting with the recovery of fish species at risk,
  - c) providing technical and professional services including fish culture, fish health diagnostics, fisheries engineering, fisheries biology, marketing and other services needed to support these purposes,
  - d) conducting applied scientific research, assessments and surveys related to fish culture, recreational fisheries, species recovery and the general improvement of the services and reporting the results,
  - e) informing and educating British Columbians, public agencies and the media about the value and benefits of fish conservation and recreational fishing,
  - f) providing advice to the government of British Columbia on policy matters related to fish culture, stocked fish performance, recreational fisheries management, marketing and fish conservation,
  - g) acting as an agent of the government of British Columbia when delivering services on its behalf,
  - h) entering into agreements which may advance the Society's aims with any person, corporation or government agency, and providing financial assistance, resources and expertise to such persons where it will advance the purposes of the Society,
  - i) soliciting, collecting, receiving, acquiring, holding and investing money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and using the funds of the Society and the proceeds, income, and rents derived from any property of the Society in furtherance of the purposes set out above,
  - j) purchasing, leasing, selling or holding such property, equipment and materials as are deemed necessary to accomplish the Society's purposes, and
  - k) doing all such things as may be necessary or conducive to the attainment of these purposes.
3. The income, assets, and other property of the Society must only be used to further its purposes, but the Society may accumulate reasonable surpluses for use as working capital and for investment in capital assets. This provision is unalterable.
4. In the event of the dissolution of the Society, all its funds and assets remaining after the satisfaction of its debts and liabilities must be given or transferred to the government of British Columbia. This provision is unalterable.

### **BYLAWS**

## *Part 1 - Interpretation*

1.1 In the constitution and these bylaws,

- a) "Act" means the Society Act,
- b) "AGM" means an annual general meeting,
- c) "Board" or Board of Directors" means the Directors of the Society for the time being, acting as a body,
- d) "general meeting" includes an AGM and a special general meeting,
- e) "member" means a member of the Society,
- f) "Minister" means the minister of the government of British Columbia responsible for freshwater fisheries,
- g) "registered address" means a member's address as recorded in the register of members,
- h) "Society" means the Freshwater Fisheries Society of B.C.,
- i) "written" means any mode of representing or reproducing works in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- j) the singular includes the plural and vice versa, and
- k) persons include corporations and associations.

1.2 The constitution and these bylaws can only be changed by special resolution.

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

1.4 On being admitted to membership, each member is entitled to, and the Society must on request give the member without charge, a copy of the constitution and these bylaws.

## *Part 2 - Membership*

2.1 1) The members of the Society are the applicants for incorporation of the society and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2) The Society must have not less than five and not more than seven members.

3) Two members must be persons appointed by the Minister.

2.2 1) A person may apply to the Directors for membership, and on acceptance by the Directors is a member.

2) The Directors may in their sole discretion approve, postpone, or refuse an application for membership.

3) An application for membership must be unanimously approved by the Directors.

4) An employee of the Society is not eligible to apply for membership or be a member.

5) A person under the age of 19 is not eligible to become a member.

2.3 Membership is not transferable.

2.4 Every member and Director must comply with

a) the Act,

b) the constitution and bylaws of the Society,

c) any rules and policies made by the Society, including procedures for its governance, and

d) any rules of order governing the conduct of general meetings and of meetings of the Directors.

“2.5 A member ceases to be a member

- a) 180 days after delivering a written resignation to the Society,
- b) on death,
- c) on having been a member not in good standing for three months,
- d) in the case of a member appointed by the Minister, on that appointment being revoked in writing, or
- e) on being expelled.”

2.6 A member becomes a member not in good standing on failing to pay a debt due and owing to the Society.

- 2.7
- 1) When a member who is not appointed by the Minister ceases to be a member, the remaining members must unanimously choose a new member to take that person's place.
  - 2) When a member who was appointed by the Minister ceases to be a member, the Minister must appoint a new member to take that person's place.

- 2.8
- 1) A member who is not appointed by the Minister may be expelled by special resolution.
  - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

### *Part 3 - Meetings of Members*

3.1 General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Directors decide.

3.2 An AGM must be held at least once in every calendar year, not more than 15 months after the last preceding AGM.

3.3 Every general meeting, other than an AGM, is a special general meeting.

3.4 The Directors may, when they think fit, convene a special general meeting.

- 3.5
- 1) Notice of a general meeting must
    - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and
    - b) include any special resolution to be proposed at the meeting.
  - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 A member not in good standing is not eligible to vote at a general meeting.

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

#### 4.1 Special business is

- a) all business at a special general meeting except the adoption of rules of order, and
- b) all business at an AGM, except
  - i) adoption of rules of order,
  - ii) consideration of the financial statements,
  - iii) the report of the Directors,
  - iv) the report of the auditor,
  - v) appointment of the auditor, and
  - vi) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

- 4.2
- 1) Quorum is a majority of members in good standing present, but not less than three.
  - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
  - 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to the same weekday 14 days later, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. No notice of a meeting adjourned under this section need be given to members not present.

- 4.4
- 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 2) When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
  - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.5 In case of an equality of votes, the chair of a general meeting does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the proposed resolution is defeated.

- 4.6
- 1) The chair, the vice-chair, or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
  - 2) If at a general meeting there is no chair, vice-chair or other Director present within 15 minutes after the time appointed for holding the meeting, or the chair, vice-chair, and all other Directors present are unwilling or unable to act as chair, the members present must choose a member who is present to be chair.

- 4.7
- 1) Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.
  - 2) Proxy voting is permitted.
  - 3) A member in good standing may appoint another such member to act and vote as the member's proxy at a general meeting.

4) The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

*I, \_\_\_\_\_, of \_\_\_\_\_, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me and on my behalf at the general meeting of the Freshwater Fisheries Society of B.C. on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.*

\_\_\_\_\_  
*Signature*

5) A proxy must be delivered to the Secretary-Treasurer at least 15 minutes before the time appointed for the meeting.

4.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Bourinot's Rules of Order (Newly Revised) must be used.

#### *Part 5 - Directors and Officers*

5.1 1) The Directors may exercise all the powers of the Society, and do all the things that the Society may do, subject to

- a) the constitution and these bylaws,
- b) all laws affecting the Society, and
- c) rules, not being inconsistent with these bylaws, which may be made from time to time by the Society in general meeting.

2) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.2 1) Every member is a director.

2) A person becomes a director on becoming a member, and ceases to be a director on ceasing to be a member.

3) The president is a non-voting director, and ceases to be a director on ceasing to be the president.

5.3 No act or proceeding of the Directors is invalid only by reason that there are fewer in office than the number required by bylaw 5.2.

5.4 1) Directors and elected officers must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

2) Directors and elected officers may be paid honoraria, stipends, salaries or other remuneration, subject to the written approval of both members who are appointed by the Minister.

3) Except as permitted by this bylaw, no part of the income or property of the Society may be paid to or otherwise made available for the personal benefit of any member, Director, or elected officer of the Society.

5.5 Subject to court approval, the Society must indemnify a Director or former Director of the Society, and a Director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the Director, in a civil, criminal or administrative action or proceeding to which the Director is made a party because of being or having been a Director, including an action brought by the Society, if

- a) the Director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing the Director's conduct was lawful.

5.6 The Society must purchase and maintain insurance for the benefit of a Director against personal liability incurred by the Director as a Director.

#### *Part 6 - Directors' Duties and Conflicts*

- 6.1 1) A Director must
- a) act honestly and in good faith and in the best interests of the Society, and
  - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a Director.
- 2) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of Directors of a Society.

- 6.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a Director's appointment, relieves a Director from
- a) the duty to act in accordance with the Act and the regulations, or
  - b) a liability that by a rule of law would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.

6.3 A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other Directors.

- 6.4 1) A Director referred to in section 6.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction
- a) unless
    - i) the Director discloses the interest as required by section 6.3,
    - ii) after the disclosure the proposed contract or transaction is approved by the Directors, and
    - iii) the Director abstains from voting on the approval of the proposed contract or transaction, or
  - b) unless
    - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
    - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- 2) A Director referred to in section 6.3 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

- 6.5 The fact that a Director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in section 6.4(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- a) prohibit the Society from entering into the proposed contract or transaction,

- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

### *Part 7 - Proceedings of Directors*

- 7.1
- 1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - 2) Quorum at a meeting of the Directors is a majority of directors then in office, but not less than three.
  - 3) The Chair or any three directors may at any time call a meeting of the Directors. Notice is sufficient if sent by ordinary mail addressed to a director at the director's home address, or by e-mail or facsimile.
  - 4) The Board must meet at least three times each year.
- 7.2 Subject to the Act and these bylaws, the Directors may adopt rules of order, but if they do not do so then Bourinot's Rules of Order must be used.
- 7.3 When a meeting of Directors is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new Directors for the meeting to be constituted, if a quorum is present.
- 7.4 A Director may waive in writing notice of any meeting or meetings of the Directors, and may at any time withdraw the waiver, and until the waiver is withdrawn
- a) no notice of meetings of Directors need be sent to that Director, and
  - b) all meetings of the Directors, notice of which have not been given to that Director are, if a quorum of Directors is present, deemed to be valid and effective.
- 7.5
- 1) Questions arising at meetings of the Directors and committees must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of Directors or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
  - 3) In the case if an equality of votes, the chair of a meeting of the Directors does not have a second or casting vote.
- 7.6 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.
- 7.7
- 1) The Directors may as they think fit delegate any, but not all, of their powers to committees, provided that at least one Director must be a member of each committee.
  - 2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must 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.
- 7.8 A Director may participate and vote at a meeting of Directors or of a committee of Directors
- a) in person, or
  - b) by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

### *Part 8 - Officers*

- 8.1 1) The Directors must
- a) elect from amongst their number a chair, vice-chair, secretary and treasurer, who are the elected officers, and
  - b) appoint a president, who may also be called the executive director or chief executive officer, and such officers as they deem necessary.
- 2) The Directors must set the duties, terms of employment, and remuneration of the president and of any other officers they appoint.

8.2 The chair

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Directors, and
- c) has the powers and duties generally pertaining to the office of chair, subject to any restrictions imposed by the Directors.

8.3 The vice-chair, in the chair's absence, must perform the duties of the chair.

8.4 The secretary must

- a) conduct the correspondence of the Society,
- b) issue notices and keep minutes of meetings of the Society and the Directors,
- c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
- d) have custody of the common seal of the Society, and
- e) maintain the register of members.

The duties of the secretary may be delegated by the Directors to an employee of the Society.

8.5 In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary.

8.6 The treasurer must

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Directors, members, and others when required.

The duties of the treasurer may be delegated by the Directors to an employee of the Society.

8.7 The president

- a) is the chief executive officer of the Society,
- b) must manage the affairs of the Society, and
- c) is not a member of the Society.

*Part 9 – Borrowing and Investment*

9.1 The Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, but no debenture can be issued without the sanction of a special resolution.

9.2 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next AGM.

9.3 The Society must invest its funds only in securities in which trustees are authorized by law to invest.

### *Part 10 - Seal*

10.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

10.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or chair and treasurer.

### *Part 11 - Auditor*

11.1 At each AGM the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.

11.2 An auditor may be removed by ordinary resolution.

11.3 An auditor must be promptly informed in writing of appointment or removal.

11.4 No Director and no employee of the Society can be auditor.

11.5 The auditor must be qualified to be an auditor under sections 42 and 43 of the Act.

11.6 The auditor may attend general meetings.

### *Part 12 – Notices to Members*

12.1 A notice may be given to a member

- a) personally,
- b) by mail to the member at the member's registered address, or
- c) by facsimile transmission or electronic mail to the member's registered electronic mail address or facsimile number, if the member consents to notice in that manner.

12.2 A member must promptly and in writing notify the Society of any change in the member's name, address, telephone number, facsimile number, or electronic mail address.

12.3 A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.

12.4 1) Notice of a general meeting must be given to

- a) every Member shown on the register of Members on the day notice is given, and
- b) the auditor.

2) No other person is entitled to receive a notice of general meeting.