

PRINCE GEORGE ROD AND GUN CLUB



CONSTITUTION -- Revised 2021

1. The name of the club is the **PRINCE GEORGE ROD AND GUN CLUB**.
2. The purpose of the Club is: To promote interest, safety and proficiency in the casual and competitive shooting sports, to promote and maintain friendly relations and better understanding between sportsmen and the public; to seek to promote respect for and observation of the fish and game laws, to conserve, restore and assist in the management of game, fish and other wildlife in the Prince George District.
3. The operations of the Club are to be carried on within the City of Prince George and District.
4. The internal management of the Club shall be governed by the Bylaws of the Club.

BYLAWS OF THE PRINCE GEORGE ROD AND GUN CLUB

Part 1 - Interpretation

In these bylaws, unless the context otherwise requires,

1. "Directors" means the Directors of the society for the time being;
2. "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it:

3. "Registered address" of the member means that person's address as recorded in the Register of Members.
4. The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.
5. 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 - Membership

The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in good standing in accordance with these Bylaws and, in either case, have not ceased to be members.

1. A person may apply to the Directors for membership in the Society and upon acceptance by the Directors, paying membership fees and signing the membership application, shall be a member.
2. Every member shall uphold the Constitution and comply with these Bylaws.
3. The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
4. 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;
 - b. On his death;
 - c. On being expelled; or in the case of a corporation on dissolution;
 - d. Who is more than 30 days in arrears in payment of dues following the end of the month in which membership comes due. Membership fees shall be for 12 consecutive months.
5. A member may be expelled by a Special Resolution of the members passed at a general meeting.
 - 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.
6. 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 that remains unpaid.

Part 3 - Meeting of Members

1. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the Directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The Directors may, when they think fit, convene an extraordinary general meeting.
4. Notice of a general meeting shall be given at least 14 days in advance of the meeting, specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
6. The annual general meeting shall be held at least once in every calendar year.

Part 4 - Proceedings at General Meetings

1. Special business is:
 - (a) All business at an extraordinary general meeting except the adoption of Rules of Order; and
 - (b) All business transacted at an general meeting, except,
 - (i) The adoption of Rules of Order;
 - (ii) The consideration of 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 any;
 - (vii) The other business that, under these Bylaws, 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.
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.
 - (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 greater number that the members may determine at a general meeting.

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 the members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, 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.
4. Subject to Bylaw 5, the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as Chair of a general meeting.
5. 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 other Directors are unwilling to act as Chair, the members present shall choose one of their number to be Chair.
6. 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 the meeting from which the adjournment took place.
7. When 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.
8. 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.
9. No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution.
10. In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which the Chair may be entitled as a member and the proposed Resolution shall not pass.
11. A member in good standing at a **meeting of members** is entitled to one vote.
12. Voting is by a show of hands by the members present, or by mail or e-mail if the member(s) is absent.
13. Voting by proxy is not permitted.
14. 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 a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 - Directors and Officers

1. The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these Bylaws or by statute or

otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to

- (a) all the laws affecting the Society;
 - (b) these Bylaws; and
 - (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
2. No Rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that Rule had not been made.
3. The President, Vice President, Secretary, Treasurer and one or more persons shall be the Directors of the Society.
4. The number of Directors shall be 5 or a greater number determined from time to time at a general meeting.
5. The Directors shall retire from office at each annual general meeting when their successors shall be elected.
 - (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) If no successor is elected the person previously elected or appointed continues to hold office, if that person consents.
6. The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
 - (a) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
 - (b) If a Director resigns or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
7. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
8. The members may, by Special Resolution, remove a Director before the expiration of her or his term of office, and elect a successor to complete the term of office.
9. The Board of Directors may vote to remove Directors with just cause, for example: for failure to participate, severe lack of attendance, or violating club policies, rules, or bylaws
10. 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 her or him while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

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. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
3. The President shall be Chair at all meetings of the Directors, but 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.
4. A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors. A Director shall not be given less than 14 days notice of a Directors' meeting. But those members may waive or reduce the period of notice for a particular meeting by unanimous consent.
5. The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they see fit.
6. A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.
7. A committee shall elect a Chair of its meetings; but if no Chair is elected, or if at a meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their numbers to be Chair of the meeting.
8. The members of a committee may meet and adjourn as they think proper.
9. For the first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
10. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, e-mail, telegraph, 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 any meeting of the 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.
11. Questions arising at a meeting of the Directors or committee of Directors shall be decided by a majority of votes. In case of equality of votes the Chair does not have a second or casting vote.

12. No Resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a Resolution.
13. A Resolution in writing, signed by all Directors and placed with the Minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
14. Any Resolution proposed at a meeting of the Directors or committee of Directors that may impact on the activities of any group of members permanently, shall not be enacted until all Directors have signed a written notice of the Resolution.
15. The Directors shall provide a financial statement of their activities to the Treasurer from time to time as the Treasurer may see fit. The Financial Statement shall consist of:
 - a) a statement of income and expenditures for each period;
 - (b) a statement of surplus for each period;
 - (c) a statement of source and application of funds for each period; and
 - (d) a balance sheet as of the end of each period.

Part 7 - Duties of Directors

1. The President shall preside at all meetings of the Society and of the Directors.
2. The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.
3. The Vice President shall carry out the duties of the President during the President's absence.
4. 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.
5. The Treasurer shall
 - (a) Keep the financial records, including books of account, necessary to comply with the Societies Act; and
 - (b) Render financial statements to the Directors, lenders and others when required.

6. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
7. When the Secretary Treasurer holds office the total number of Directors shall not be less than 5 or the greater number that may have been determined pursuant under Part 5, (4) Directors and Officers.
8. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 - Seal

1. The Directors may provide a Common Seal for the Society and may destroy a seal and substitute a new seal in its place.
2. The Common Seal shall 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 President and Secretary or President and Secretary Treasurer.

Part 9 - Borrowing

In order to carry out the purpose of the Society 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 to be decided on by Special Resolution at a general meeting

Part 10 – Auditor

This part only applies where the Society is required or has resolved to have an Auditor.

1. The first Auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the Office of Auditor.
2. At each annual general meeting the Society shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
 - (a) An Auditor may be removed by ordinary resolution.
 - (b) An Auditor shall be promptly informed in writing of appointment or removal.
 - (c) No Director and no employee of the Society shall be Auditor.
3. The Auditor may attend general meetings.

Part 11 - Notice to Members

1. A notice may be given to a member, either personally or by e-mail or by any other means decided by Directors, or by mail sent to the member's registered address.
2. A notice sent by 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 the notice was properly addressed and put in a Canadian post office receptacle
3. Notice of a general or special meeting shall be given to
 - (a) Every member shown on the Register of Members on the day notice is given.
 - (b) No other person is entitled to receive a notice of general or special meeting.

Part 12 - Bylaws

1. On being admitted to membership, each member is entitled to and the Society shall make available, upon request, a copy of the Constitution and the Bylaws of the Society.
2. The copy shall be free of charge or for a reasonable fee as decided by the Directors of the Society from time to time.
3. These Bylaws shall not be altered or added to except by Special Resolution.

Part 13 - Disposal of Assets

That on the termination or dissolution of the Society, after all debts have been paid or provision for payment has been made, the assets remaining shall be paid, transferred or delivered to the Minister of Finance, Province of British Columbia, and that this Resolution be unalterable.

Part 14 - Facilities

The facilities or premises operated by the Society shall be open to the public free of charge or for a reasonable fee as decided by the Directors of the Society from time to time, and that the service shall apply without prejudice to all individuals or groups in the community, and that this resolution be unalterable.