



**B.C. WILDLIFE FEDERATION
CONSTITUTION
&
BY-LAWS
2009**

Adopted: August 14, 2003

B.C. WILDLIFE FEDERATION

CONSTITUTION AND BY-LAWS

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B.C. Wildlife Federation Constitution & By-Laws
Annual General Meeting - Prince George, B.C.
Date of Adoption: August 14, 2003
Amended 2008
Amended 2009

B.C. WILDLIFE FEDERATION CONSTITUTION

(I) Name

The name of the Society shall be the B.C. Wildlife Federation

(II) Purposes of the Society are:

I HEREBY CERTIFY that the B.C. Wildlife Federation has pursuant to the "Societies Act" altered its objects and that its objects now are:

- (a) To ensure the sound, long-term management of British Columbia's fish, wildlife, parks and outdoor recreational resources in the best interests of all British Columbians, and to co-ordinate all the voluntary agencies, societies, clubs and individuals interested in that objective.
- (b) To encourage the propagation of fish and wildlife populations through the protection and enhancement of habitat.
- (c) To develop and support a comprehensive educational program to make all British Columbians aware of the value of our fish, wildlife, park and outdoor recreational resources, and to arouse in the public conscience a recognition of, and a respect for, the place of fish, wildlife and outdoor recreation in the wise integrated use of the nation's natural resources.
- (d) To submit views and recommendations to all governmental and private agencies as the Federation may deem necessary to safeguard this interests of fish, wildlife, park and outdoor recreational resource values in all natural resource developments.
- (e) To obtain and maintain reasonable public access to all forests and other recreational areas of the province.
- (f) To make British Columbians aware of the dangers of land, water and air pollution; to act wherever possible to prevent pollution; and to co-operate in every way possible with all groups with similar objectives.
- (g) To promote the true appreciation of sportsmanship and sports safety in the light of fish and wildlife regulations, and all the fair and accepted rules of hunting and fishing, and to foster co-operation and goodwill between sportsmen and outdoor recreationists in British Columbia and the rest of the world"

(III) Unalterable Provision

That should the B.C. Wildlife Federation, which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolves or

ceases to exist, have any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence these/they shall be distributed by the B.C. Wildlife Federation to: such charitable organizations in British Columbia pursuing the same purpose as this Federation at the time of winding up or dissolution and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization in British Columbia, provided, however that such organization referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

(IV) Unalterable Provision

The aims of the Society shall be carried out without purpose of gain for its members and any profit or other accretion to the Society shall be carried out without purpose of gain for its members and any profit or other accretion to the Society shall be used for furthering its aims.

B.C. WILDLIFE FEDERATION

BY-LAWS

1. Interpretation:

1.1 The name of the Society is the "B.C. Wildlife Federation" hereinafter referred to as the Federation.

1.2 In these by-laws unless the context otherwise requires:

- (a) "Board", "Board of Directors" and "Directors", means Directors of the Federation for the time being.
- (b) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
- (c) "registered address" of the members means the address as recorded in the Register of Members.
- (d) "term" means the time between the Annual General Meeting and the immediate next Annual General Meeting.

1.3 All current definitions in the *Society Act* on the date these by-laws become effective, apply to these by-laws.

1.4 Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation. (e.g. chairman)

1.5 Special Resolutions:

- (a) A resolution passed in a general meeting by a majority of not less than 75% of the members present and voting.
- (b) Notice of the proposed resolution, as a Special Resolution, must be given to the members of the Federation not less than 60 days prior to the meeting that the resolution will be tabled.
- (c) The Federation may change its by-laws by Special Resolution and the resolution is effective on the date of its acceptance by the Registrar of Companies, as being in compliance with the *Society Act*.

2. Members:

- (a) Every member of the B.C. Wildlife Federation is, at his own expense, entitled to attend the annual general meeting without power to submit resolutions.
- (b) Every member of the B.C. Wildlife Federation shall uphold the constitution and comply with these by-laws.

2.1 The membership of the B.C. Wildlife Federation shall consist of the following classes:

- (a) Member clubs;
- (b) Regional Wildlife Association;
- (c) Direct members;
- (d) Corporate members (sustaining members);
- (e) Associate members;
- (f) Honourary life members;
- (g) Family members;
- (h) Direct Members Club and
- (i) Junior Members Club

2.2 Member Clubs:

Any organization and their members whose stated aims and objectives are compatible with the aims and objectives of the B.C. Wildlife Federation may become a member upon the payment of a \$1.00 charter fee and the annual dues hereinafter mentioned. Each member club and their members becomes a member of the Federation when that club is a member in good standing.

2.3 Regional Wildlife Associations:

- (a) Branches and clubs within a particular locality shall be members of a Regional Wildlife Association (which shall itself be a branch of the Federation). The geographic boundaries of the Regional Wildlife Association shall be determined by the directors of the Federation in consultation with the branches and the clubs.
- (b) A branch or club or other organization being a member of the Federation may, on application, be exempted from the requirements of By-Law 2.3a: where membership in Regional Wildlife Association is, in the opinion of the directors, impractical, duplication or is unwarranted.
- (c) Individuals and organizations not members of the Federation may, without voting powers or ability to submit resolutions, be associate members of a Regional Wildlife Association.
- (d) The Federation shall organize Regional Wildlife Associations in each region of the province. The regions shall approximate the regions of the Fish & Wildlife Branch, except where geographic considerations make such approximations impractical.
- (e) Regional Wildlife Associations shall advance the purpose of the Federation as well as the specific local interests of their regions and their members.
- (f) Regional Wildlife Associations shall be responsible to the Federation and shall act for and on behalf of the Federation at the regional level.

- (g) All matters shall be referred from local branches or clubs to the Regional Wildlife Association, which shall forthwith submit to the Federation those matters, which are beyond the Regional Wildlife Association's powers or scope.

2.4 Direct Members:

- (a) A person may apply for direct membership in the Federation and upon acceptance and payment of annual dues as set by the board of directors, shall be a member. Direct members shall be entitled to receive notice of and attend the annual general meeting of the B.C. Wildlife Federation at their own expense, without voting power or power to submit resolutions.
- (b) A person may apply for life membership under direct membership in the Federation and on acceptance and payment of the prescribed dues as set by the board of directors, may purchase a membership for his or her lifetime.
- (c) Such membership confers all rights and privileges of membership without further payment of dues, until the death of the member. Such membership is not transferable to another individual.
- (d) Life members are considered part of the direct members and will be entitled to receive notice of and attend the annual general meeting of the BC Wildlife Federation at their own expense, without voting power and without power to submit resolutions.

2.5 Corporate Members (sustaining members):

Any individual or firm interested in the work of the Federation may become a corporate member upon the payment of the annual dues, as set by the board of directors, without voting power, and without power to submit resolutions, and is entitled to attend the annual general meeting of the Federation at their own expense.

2.6 Associate Members:

At the discretion of the board of directors, any other group, club or society interested in the conservation of wildlife may, upon payment of the annual fee as set by the board of directors, become an associate member without voting power and without the power to submit resolutions, and is entitled to attend the annual general meeting of the Federation at their own expense.

2.7 Honourary Life Members:

- (a) A member of the Federation who has made a significant contribution to the Federation over a long period of time may be honoured by being named a honorary life member. Such members shall have all the privileges and rights of membership. Such membership shall be for the lifetime of the individual named and without payment of dues, fees or subscriptions.

- (b) The name of the candidate for honorary life membership may be submitted to the board of directors by any member or member group in good standing. The board of directors may confer honorary life membership at its sole discretion and is not obligated to do so as a result of a nomination properly made and may confer honorary life membership on an individual whether nominated for the honour or not.
- (c) Each past president of the Federation shall be named a honorary life member on assuming the position of Immediate Past President.

2.8 Family Memberships:

Family memberships are recognized as part of the membership of the Federation clubs and branches. Family members shall consist of a father or mother of a family unit, his or her spouse and their children under the age of 19 and living at home. Family memberships shall be counted as two people for membership purposes. Family memberships are required to pay any membership fees, dues and assessments prescribed for family memberships pursuant to their club or branch by-laws.

2.9 Direct Members' Club

- (a) Each year, prior to the annual convention, the Federation shall advertise in its official magazine or in any other manner that it sees fit, for direct members to join the Direct Members Club. Upon acceptance in the Direct Members' Club, applicants will continue as members in that club, with the same rights and privileges as direct members, for the remainder of the calendar year, at which point their membership will revert back to direct members.
- (b) The executive committee of the Federation will review applicants for the Direct Members Club and select only two members to become representatives of the Direct Members' Club and each shall be allowed one vote in the deliberations of the annual general meeting. The reasonable expenses of the two delegates shall be reimbursed to them by the Federation.
- (c) The executive and the board of directors for the Direct Members' Club shall be the executive and board of directors of the B.C. Wildlife Federation.

2.10 Junior Members' Club

- (a) Each year, prior to the annual convention, Regional Wildlife Associations may elect a junior member from their Region to membership in the Junior Members' Club. A junior member shall be between 14 to 18 years of age inclusive.
- (b) Each junior member elected to the Junior Members' Club shall be entitled to receive notice of and attend the annual general meeting of the B.C. Wildlife Federation and will each be allowed one vote in the deliberations of the annual general meeting.
- (c) The executive and the board of directors for the Junior Members' Club shall be the executive and board of directors of the B.C. Wildlife Federation.

2.10 Past Presidents' Advisory Council:

There shall be a Past Presidents' Advisory Council (PPAC) made up of all past presidents who wish to participate. The Past Presidents' Advisory Council shall have the right to submit resolutions in its own name. The PPAC shall also assume the following duties:

- (a) act as ombudsman to the Federation.
- (b) act as the nomination committee to the annual general meeting.
- (c) carry out such duties and tasks as determined by the executive committee of the board of directors.

2.11 Cessation of Membership:

A member shall cease to be a member of the Federation:

- (a) by delivering a resignation in writing to the board of directors of the Federation or by mailing or delivering it to the address of the Federation;
- (b) on his or her death, or in the case of a corporation, on dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for a period of time prescribed by the board of directors.

2.12 Expulsion:

- (a) A member may be expelled by a resolution of the board of directors passed at a regularly constituted meeting of the directors.
- (b) Notice of resolution for expulsions shall be accompanied by a statement of reason or reasons for the proposed expulsion and must be sent to the member involved.
- (d) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the directors' meeting before the resolution is put to a vote. If the person is unable to attend, an appeal against expulsion may be made at the next regular board of directors meeting.

2.13 Members in Good Standing:

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 Federation. A member is not in good standing so long as the debt remains unpaid.

3. Dues and Assessments:

3.1 Annual Membership Dues:

Annual dues shall be payable to the Federation by members on or before the 31st day of January each year or upon the anniversary date of the last dues payment. Failing any change, such dues will remain as previously set.

3.2 Branches and Clubs:

Each branch and club, excluding the direct members branch or branches constituted as Regional Wildlife Associations shall pay per capita dues to the Federation for each member of the branch or club as at the 31st day of December in each year. The per capita dues shall be assessed on:

- (a) Individual or regular members.
- (b) Family members comprising of husband and wife and their children under the age of 19 years, and living at home.
- (c) Senior members; members who have reached their 65th birthday.
- (d) Junior members who have not reached their 19th birthday.

3.3 Each person for whom per capita dues have been paid shall be included in the membership count of a branch or a club.

3.4 The amount of annual dues shall be determined from time to time at the annual general meeting provided that:

- (a) Clubs and branches shall be given 60 days notice of proposed dues increase.
- (b) The dues for a new club or branch shall be a fixed sum as determined from time to time by the board of directors of the Federation for the duration of the calendar year in which the club or branch joins. At the end of that calendar year, the club or branch is required to submit their membership list and pay the applicable per member fee for each membership category for the subsequent calendar year.

3.5 Regional Wildlife Associations:

Regional Wildlife Associations shall be assessed no dues.

3.6 Direct Members:

Dues shall be set from time to time by the board of directors.

3.7 Corporate and Associate Members:

Dues shall be set from time to time by the board of directors.

3.8 Honourary Life Members:

Honourary life members shall be assessed no dues.

3.9 Life Members:

Dues shall be set from time to time by the board of directors.

3.10 Family Members:

Dues are paid annually to the Federation by the clubs and branches for family members belonging to the clubs and branches.

3.11 Past Presidents' Advisory Council:

Past presidents are all honourary life members and are assessed no dues.

3.12 Non-Payment of Dues and Assessments:

Should any member fail to pay dues or assessments as prescribed, his name may be deleted from the membership list by the board of directors as not being a member in good standing. The board of directors may however, reinstate such member upon full payment of the dues or assessments prescribed.

4. Meetings of Members:

4.1 General meetings of the Federation shall be held at the time and place, in accordance with the *Society Act*, that the board of directors decides.

4.2 Every general meeting other than the annual general meeting or convention is a special general meeting.

4.3 The board of directors may, when they think fit, convene a special general meeting.

- (a) Notice of a general meeting shall specify the place, day and hour of meeting and the general nature of the business.
- (b) 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 provided there is a quorum at that meeting.
- (c) At least 30 days notice in writing of any general meeting shall be given to the members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

- (d) Proposals to change the constitution and/or by-laws shall require 60 days notice in writing and require 3/4 majority to pass.

4.4 An annual general meeting of the Federation shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting and convention.

4.5 The Federation may have in attendance at the annual or any other Federation meeting, representatives from any other group or organization. These individuals have no voting power, but may have speaking privileges with consent of the chairman.

4.6 General meetings of the Federation may be called by the president or any four directors, if they deem such meetings to be in the interest of the Federation. Notice of such meetings shall state the purpose for which it is called. The procedure for the annual general meetings shall apply.

4.7 The directors of the Federation, on the requisition of 10% or more of the voting members of the Federation must convene a general meeting of the Federation without delay. The requisition must:

- (a) state the purpose of the general meeting;
- (b) be signed by the requisitioners; and
- (c) be delivered or sent by registered mail to the address of the Federation.
(*Society Act*)

5 Proceedings at General Meetings:

5.1 Special business is:

- (a) all business at a special general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statement;
 - (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; and
 - (vii) other business that, 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.

5.2 The greater of 30% of the registered voting members in good standing, or 30 persons shall constitute a quorum.

5.3 Business:

- (a) 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.
- (b) 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.

5.4 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, shall be terminated.

5.5 The president of the Federation, a vice-president or, in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

5.6 Adjournment:

- (a) 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.
- (b) When the meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the by-laws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

6. Resolutions:

6.1 Resolutions:

- (a) shall deal with matters of provincial, national or international nature, Federation policy, statements of position, matters which affect a large portion of the public or, in the case of local matters, only if logical reasons are given why the subject matter cannot be satisfactorily dealt with by a Regional Wildlife Association. The Federation shall refer resolutions of a regional nature to the regional branch concerned.
- (b) may be submitted from member branches, clubs, Regional Wildlife Associations, official chairmen of B.C. Wildlife Federation committees, the B.C. Wildlife Federation board of directors, the Past Presidents Advisory Council, honorary life members and members of the Direct Members' Club, as provided by subsections (c) and (d) below.

- (c) originating from branches or clubs belonging to Regional Wildlife Associations shall first be channelled through by the Regional Wildlife Association before they are accepted by the Federation's resolutions committee. The Regional Wildlife Association will forward to the Federation all resolutions that meet the requirements for the annual general meeting of the Federation. Branches and clubs may submit resolutions directly to the Federation board of directors providing there is no Regional Wildlife Association in their areas or if they are not members of a Regional Wildlife Association.
- (d) originating from official chairmen of B.C. Wildlife Federation committees, the B.C. Wildlife Federation board of directors, the Past Presidents' Advisory Council, honorary life members and members of the Direct Members' Club must be adopted by The B.C. Wildlife Federation board of directors to be eligible for consideration at an annual general meeting.
- (e) which have passed at a regularly constituted Regional Wildlife Association meeting shall be given priority in all respects over other resolutions.
- (f) must be delivered the Federation office on or before January 1st. Late resolutions may be held over until the following year.

6.2 Emergency resolutions are urgent matters requiring immediate action. Their acceptability will be determined by the Federation's resolutions committee.

6.3 Special resolutions will be dealt with under provisions of the *Society Act* of British Columbia.

6.4 The directors may appoint a resolutions committee with power, if necessary, to redraft text to eliminate repetition and amalgamate resolutions of similar intent provided each sponsoring club is notified and agreeable to the proposed changes and is mentioned in the final resolutions.

6.5 Any resolution passed at the annual general meeting by a majority vote shall be presented by the directors to the person or department of government or to any other body to whom such resolutions applies and the directors shall report the action taken upon such resolution.

- (a) In the case of an equality of votes, the chairman shall not have a deciding or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall fail.

6.6 Within 9 months of being passed, the Federation shall report to the sponsoring body and all clubs the final disposition and all actions taken for and against all resolutions passed at convention.

7. Voting:

7.1 Voting:

(a) at all annual general meetings shall be as follows:

(i)	Local branches or branch societies delegates	1 vote
(ii)	Regional Wildlife Associations delegates	1 vote
(iii)	Member club delegates	1 vote
(iv)	Direct members' club delegates	1 vote
(v)	Corporate members (Sustaining)	No vote
(vi)	Associate members	No vote
(vii)	Officers and Directors	1 vote
(viii)	Honourary life members	1 vote
(ix)	Life members	No vote
(x)	Family members	No vote
(xi)	Junior members' club delegates	1 vote
(xii)	Direct members	No vote

(b) is by a show of hands, or ballot if requested;

(c) by proxy is not permitted;

(d) shall be by officers, directors and members in good standing only.

7.2 Unless otherwise stated, each Regional Wildlife Association shall be entitled to one accredited delegate.

(a) Each branch or member club of the Federation with a membership of 100 or members or fewer shall be entitled to one accredited delegate.

(b) Each branch or member club of the Federation with a membership of 101 to 200 members shall be entitled to two accredited delegates.

(c) Each branch or member club of the Federation with a membership of 201 to 500 members – three (3) accredited delegates.

i) that one additional accredited delegate be added for each additional 500 members above 501 club members.

(d) Each delegate shall be entitled to vote on the proceedings at the annual general meeting.

The membership of each branch or club shall be the number of members of the branch or club paying per capita dues to the Federation under the provisions of By-Law 3.3 of these by-laws.

7.3 A director who is also an accredited delegate of a branch or club may vote as a delegate or a director, but not as both.

7.4 The Fundamental Principles of Canadian Parliamentary Rules of Procedure, as set out in Bourinot's Rules of Order, shall govern the proceedings of the Federation and its directors and committees as far as they may be applicable without coming into conflict with the constitution and by-laws.

8. Officers and Directors:

8.1 The affairs and business of the Federation shall be managed and controlled by an elected board called the board of directors.

8.2 The board of directors shall consist of the president, the immediate past president, two vice-presidents, treasurer, and not less than three elected directors. In addition, the president of each Regional Wildlife Association of the Federation shall automatically become a director of the Federation upon his/her election as president of the Regional Wildlife Association and continue until the next annual regional election. Duly elected Regional Wildlife Association presidents shall be permitted to appoint an alternate delegate to attend the B.C. Wildlife Federation Board of directors meetings on their behalf, in the event of their being unable to attend. The directors may exercise all the powers and do all the acts and things that the Federation may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Federation in general meetings, but subject nevertheless to:

- (a) all laws affecting the Federation;
- (b) these by-laws; and
- (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Federation in general meeting.

8.3 If the immediate past president does not take office for personal or other reasons, then the board of directors may choose:

- (a) the immediate past president once removed; or
- (b) a member of the Past Presidents' Advisory Council who agrees to serve.

8.4 The president, vice-presidents, treasurer and directors shall retire at the expiration of their terms at the conclusion of the annual general meeting at which their successors will be elected.

8.5 Directors shall be elected at the annual general meeting for a two year term, or for a one year term to complete the term of a vacated directorship.

8.6 Separate elections will be held for each office to be filled.

8.7 An election may be by acclamation; otherwise it shall be by ballot.

8.8 If no successor is elected, the person previously elected or appointed may continue to hold office.

8.9 Employees of the Federation shall not hold elected office or serve in the capacity of committee chairman in the Federation.

8.10 No person shall serve more than two consecutive one-year terms as president, except as detailed in By-Law 8.8 above, and then only until such time as a successor is elected or appointed.

8.11 No person shall be qualified to be president of the Federation unless that person has been a member of the board of directors of the Federation for at least two years, but not necessarily the year preceding the election.

8.12 The president, with the approval of the board of directors, may at any time, appoint a member as a director to fill the vacancy in the board of directors.

8.13 A director so appointed holds office only until the conclusion of the next annual general meeting of the Federation, but is eligible for re-election at that meeting.

8.14 The members or board of directors may by resolution vote to remove a director before the expiration of his term of office and may appoint a successor to complete the term of office.

8.15 The board of directors may at any time appoint a director to fill any officer vacancy.

8.16 An officer so appointed shall serve the unexpired term of the officer he or she is replacing.

8.17 No act or proceeding of the board of directors is invalid only by reason of there being less than the prescribed number of directors in office.

8.18 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 Federation.

8.19 Any director who is absent from two consecutive board of directors meetings without reasonable excuse may be requested to resign from the directorate by the board of directors.

8.20 For the first meeting of the board of directors held immediately following the appointment or election of a director or directors at annual general meeting of members, or for a meeting of the board of directors at which a director is appointed to fill 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 directors is present.

8.21 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Federation a waiver of notice, which must be by letter, or any meeting of the board of directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of the board of directors shall be sent to that director;

- (b) any and all meetings of the board of directors of the Federation, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective;

8.22 A resolution in writing, signed by all the directors and placed in the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

9. Additional Directors:

9.1 The president may with the approval of the board of directors, at his discretion, appoint directors for a specific purpose or to represent specific areas or for any reasonable purpose. Such directors will have all the privileges, responsibilities and obligations of other directors. The position shall carry a vote on proceedings of the Federation.

9.2 The number of additional directors shall not exceed 1/3rd the number of elected directors.

9.3 The term of such appointment shall be one year, or until the next annual general meeting.

9.4 Additional directors may be removed from their positions in the same manner and under the same conditions as are in effect for the removal of elected directors.

10 Proceedings of Directors:

10.1 The board of directors may meet at the places they think fit to dispatch business and otherwise regulate their meetings and proceedings as they see fit, providing the number of meetings is not less than three per annum.

10.2 The quorum shall be a majority of the directors then in office.

10.3 The president shall be chairman of all meetings of the board of directors. Except in his absence or at his discretion, a vice-president may take the chair.

10.4 A president, or in his absence a vice-president, may at any time convene a meeting of the board of directors. Meetings may be held by conference telephone on a 24 hour notice.

10.5 A special meeting of the board of directors may be called at any time upon written request of the majority of directors, stating the purpose of such a meeting. Notice of any such special directors meeting shall be mailed/faxed/e-mailed to each director not less than 20 days prior to the time of such meeting.

10.6 A notice giving the date, time and place of board of directors meetings shall be mailed, faxed or e-mailed to each director at least 20 days before the holding of such meeting, except for special board of directors meetings as heretofore mentioned. A mailed notice shall be deemed to be received on the day it was posted.

Adopted minutes of directors meetings, shall be available to any club, regional association or member and will be available for viewing upon request within 30 days of the meeting.

11 Committees:

11.1 The president may, from time to time, appoint and constitute committees and appoint committee chairmen to perform such business on behalf of the Federation as may be decided. The president shall act ex officio on all committees.

11.2 A committee so formed, in the exercise of the powers so delegated, shall conform to any rule imposed on it by the board of directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the board of directors to be held next after it has been done.

11.3 Subject to the directions of the board of directors, the committee shall determine its own procedure.

11.4 The members of the committee may meet and adjourn, as they think proper.

11.5 Questions arising at a meeting of the board of directors and committee of directors shall be decided by a majority of votes.

11.6 In case of an equality of votes, the chairman does not have a second vote and the motion does not pass.

12. Duties of Officers:

12.1 Executive committee:

- (a) There shall be an executive committee of the Federation consisting of the president, the two vice-presidents, the treasurer and the immediate past president.
- (b) The function of the executive committee shall be to implement and administer the day-to-day affairs of the Federation as outlined in the current year's budget, as approved by the board of directors.
- (c) Subject to any limitation imposed by the board of directors from time to time, the executive committee shall have and may exercise all powers of the board of directors, consistent with approved policy.
- (d) The executive committees shall appoint or relieve staff as required to carry on the affairs of the Federation. The executive committee shall also fix the powers, duties, privileges and compensation of each individual employee.
- (e) The executive committee shall make full report of its activities at each meeting of the board of directors and at such other times as may be required by the board of directors.
- (f) The meetings of the executive committee may be called at any time by the president or on the request of a majority of the executive committee. At the discretion of the president, a meeting may be conducted by telephone

conference call on giving at least 24 hours notice by telephone, facsimile or electronic mail to each member of the committee, as to the arranged time and date of the conference call meeting, provided that no such notice is required where all members of the committee are present in person.

- (g) A quorum for a meeting of the executive committee shall be a simple majority.
- (h) At meetings of the executive committee, the vote of the majority shall govern. Only in the event of a tie vote may the chairman cast a vote. The vote shall not be passed with less than three votes.
- (i) The executive committee shall be subject to all rules, which govern the functioning of the board of directors insofar as coverage of necessary expenses is concerned.

12.2 The president shall preside at all meetings of the Federation and the board of directors.

12.3 The president is the Chief Executive Officer of the Federation and shall supervise the other officers in the execution of their duties.

12.4 The president shall appoint a recording secretary who shall:

- (a) Conduct the correspondence of the Federation.
- (b) Issue notices of meetings of the Federation and directors.
- (c) Cause minutes to be made and kept of all meetings of the Federation, the board of directors and the executive committee.
- (d) Have custody of all records and documents of the Federation 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.

12.5 A vice-president selected by the board of directors shall carry out the duties of the president during his absence or in the event of his resignation, or in the case of there being no president elected at the annual general meeting.

12.6 The Treasurer shall:

- (a) Keep the financial records, including books of account necessary to comply with the *Society Act*.
- (b) Render financial statements to the board of directors, members and others when required.
- (c) Prepare a report for the annual general meeting.

12.7 At all meetings the president shall appoint a person to act as recording secretary at the meetings, if the current recording secretary is unable to attend.

13. Seal and Signing Authority:

13.1 The board of directors may provide a common seal for the Federation and may destroy a seal and substitute a new seal in its place.

13.2 Any two of the president, a vice-president, treasurer or the executive director shall sign all written contracts and obligations of the Federation and affix the seal thereto, if necessary, or shall give power of attorney, as the board of directors may determine, for signing such documents and affixing the seal of the Federation.

14. Borrowing:

14.1 In carrying out the purpose of the Federation, the directors may borrow or raise or secure the payment of money in such manner as they think fit and, in particular, by the issue of debentures, provided debentures shall not be issued without the sanction of a special resolution of the Federation.

14.2 From time to time, the directors may authorize any director, officer or employee of the Federation or any other person to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any money borrowed by or remaining due from the Federation, as the directors may authorize, and generally to manage transactions and settle the borrowing of money by the Federation.

14.3 The members may, by special resolution, restrict the borrowing powers of the directors, but any such restriction imposed expires at the annual general meeting.

15. Auditor:

15.1 The Federation is required to have an auditor.

15.2 At each annual general meeting the Federation shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting. The auditor shall be appointed at each annual general meeting.

15.3 An auditor may be removed by any ordinary resolution at the annual general meeting or special general meeting.

15.4 An auditor shall be promptly informed in writing of appointment or removal.

15.5 No officer, director or employee of the Federation shall be auditor.

15.6 The auditor may attend general meetings.

15.7 The fiscal year of the Federation shall be the calendar year.

16. Notice to Members:

16.1 A notice may be given to a member, either personally or by mail, at his registered address, or by facsimile or e-mail to an address provided by the member for that purpose.

16.2 A notice sent by mail shall be deemed to have been given on the day on which the notice is posted, and by way of proving the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office.

16.3 Notice of annual general meeting shall be given to:

- (a) Every member, club, branch, region, direct member, honorary life member and life member shown on the Register of Members on the day the notice is given.
- (b) The auditor.

16.4 No other person is entitled to receive a notice of annual general meeting or general meeting.

17. By-laws:

17.1 On being admitted to membership, each member as per By-Law 16.3(a) is entitled to and the Federation shall give him, without charge, a copy of the constitution and by-laws of The B.C. Wildlife Federation.

17.2 These by-laws shall not be altered or added to except by special resolution.