

SOCIETY ACT

Bylaws of the British Columbia Black Powder Association

Part 1 - INTERPRETATION

1. (i) In these bylaws, unless the context otherwise requires -
 - A. "Directors" means the directors of the Society 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 a member means his address as recorded in the register of members.
- (ii) The definitions in the SOCIETY ACT on the date these bylaws become effective apply to these bylaws.
2. A. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
B. The word Association as found in these bylaws shall mean British Columbia Black Powder Association.

PART 2 - MEMBERSHIP

3. Membership in the Association shall be of three kinds:
 - A. Junior - A person who has not yet reached 18 years of age, does not have the right to vote but is entitled to all other rights and privileges of the Society.
 - B. Single - A person over 18 years of age, has the right to vote, plus all the privileges of the Society.
 - C. Family - Family membership includes the family unit with the rights and privileges of the Society, but only one adult member has the right to vote.
 4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
 5. Individual membership shall be open to any persons interested in or connected with the use of Black Powder firearms.
 6. A person shall apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
 7. Every member shall uphold the Constitution and comply with these bylaws.
 8. 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.
 9. All members of good standing have the right to participate in all activities organized or sponsored by the Association.
 10. 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;
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- B. on his death or in the case of a corporation or dissolution;
 - C. on being expelled; or
 - D. on having been a member not in good standing for 12 consecutive months.
11. A. A member may be expelled by a special resolution of the members passed at a general meeting.
 - B. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - C. The person who is the subject of the proposal resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 12. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
 13. Any member who withdraws or is expelled from the Association shall forfeit all dues and rights of membership.

PART 3 - MEETINGS OF MEMBERS

14. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
16. The directors may, when they think fit, convene an extraordinary general meeting.
17. A. Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that 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 the meeting.
18. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding of the last preceding annual general meeting.
19. Extraordinary meetings shall be called with 14 days written notice to the membership.
20. A. Notice of a General Meeting shall be given to 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 meeting.

21. Members of good standing have the right to speak and vote at any general, extraordinary general meeting, or emergency general meeting.
22. Members of good standing have the right to speak at any executive meetings.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

23. 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 annual general meeting, except,
 - i) the adoption of rules or order,
 - ii) the consideration of the financial statements,
 - iii) the report of directors,
 - iv) the report of the auditor, if any,
 - v) the announcement of the results of the elections of directors,
 - vi) the appointment of the auditor, if required, and
 - 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,
24.
 - 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.
 - C. A quorum is four (4) directors and five (5) members of good standing or a greater number that the members may determine at a general meeting.
25. If within thirty (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; 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
26. Subject to bylaw 27, the president of the Society, the vice-president or in absence of both, one of the other directors present, shall preside as chairman of a general meeting.
27. If at a general meeting,
 - A. there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or

- B. the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their members to be chairman.
28. 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 a meeting is adjourned for ten (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 this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
29. A. No resolution proposed at a meeting need be seconded and the chairman of a meeting may make or purpose a resolution.
- B. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
30. A. A member in good standing present at a meeting of members is entitled to one (1) vote.
- B. Voting is by show of hands.
 - C. Voting by proxy is not permitted.
31. All meetings of the Association shall be open to the membership unless the business being discussed is of a personal nature.

PART 5 - DIRECTORS AND OFFICERS

32. A. 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 on by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
- i) all laws affecting the Society,
 - ii) these bylaws, and
 - iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- B. 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.
33. A. The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the Society.
- B. The number of directors shall be five (5) or a greater number determined from time to time at a general meeting.

- 34. A. The directors shall retire from office at each annual general meeting when their successors shall be announced.
- B. Separate elections shall be held for each office to be filled.
- C. An election may be by acclamation, otherwise it shall be by ballot.
- D. If no successor is elected the person previously elected or appointed continues to hold office.

35. The election of the directors of the Society shall be done by secret mail-in ballot.

- 36. A. By December 01 of each year a nominating committee is to be appointed.
- B. Shall consist of three (3) members, one of which shall act as chairperson.
- C. Insure that there is at least one candidate for each position.
- 37. A. An election committee is to be appointed thirty (30) days prior to the closing of nominations.
- B. Shall consist of three (3) members, one of which shall act as chairperson.
- C. No director or nominee seeking election or re-election shall be a member of the election committee.
- 38. A. The candidate receiving the greatest number of votes shall be declared elected.
- B. Tie votes shall be broken by successive ballots.
- 39. A. Notice of nominations shall be issued by mail to all members of the Society by January 01.
- B. All nominations must be made in writing and signed by the nominee.
- C. Nominations will close on March 01.
- 40. A. Each candidate shall have a voting number assigned to them.
- B. Each ballot is to be marked to which position it is for.
- C. Voting is done by writing the voting number of the candidate on the inside of the ballot.
- D. All ballots to be placed in a plain envelope.
- 41. A. No ballots are to be counted before the election has closed.
- B. Any ballot envelope that has more than the correct number of ballots shall be declared spoiled and destroyed.
- C. Any ballot envelope containing unofficial ballots shall be declared spoiled and destroyed.
- D. Any incorrectly marked ballots shall be declared spoiled and destroyed.
- 42. A. All ballots shall be issued by mail to all members of the Society by April 01.
- B. All ballots must be received or postmarked by June 01.

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43. The results of the election shall be announced at the annual general meeting and in writing to all members of the Society within thirty (30) days of the annual general meeting.
44. A. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
B. 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.
45. A. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
B. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
46. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
47. No director shall be remunerated for being or acting as a director but shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

48. A. 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.
B. 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.
C. The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
D. A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
49. A. The directors may delegate any but not all, of their powers to committees consisting of the director or directors as they think fit.
B. 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 these powers to the earliest meeting of the directors to be held next after it has been done.

50. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
 51. The members of a committee may meet and adjourn as they think proper.
 52. For a 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 meeting of the 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 the directors is present.
 53. 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, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - A. No notice of meeting of directors shall be sent to that director; and
 - B. Any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
 54.
 - A. Questions arising at a meeting of the directors and committee or directors shall be decided by a majority of votes.
 - B. In case of an equality of votes the chairman does not have a second or casting vote.
 55. No resolution proposed at a meeting of directors or committee of directors, need be seconded and the chairman of a meeting may move or propose a resolution.
 56. 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.
 57. A director of the Society shall not miss more than three (3) consecutive meetings of directors unless:
 - A. Absence under Bylaw 53,
 - B. Absence with due cause.
 58. A director who is absent for three (3) or more meetings of directors without due cause shall be removed from his position by a majority vote of the directors of the Society.
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PART 7 - DUTIES OF OFFICERS

59.
 - A. The president shall preside at all meetings of the Society and of the directors.
 - B. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
60. The vice-president shall carry out the duties of the president during his absence.
61. 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.
62. The treasurer shall:
 - A. Keep the financial records, including books of account, necessary to comply with the SOCIETY ACT; and
 - B. render financial statements to the directors, members and others when required.
63.
 - A. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
 - B. When a secretary treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw 33(B).
64. 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

65. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
66. 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

67. In order to carry out the purposes 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 they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
68. No debentures shall be issued without the sanction of a special resolution.

69. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next general meeting.

PART 10 - AUDITOR

70. This part applies only where the Society is required or has resolved to have an auditor.
71. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
72. 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.
73. An auditor may be removed by ordinary resolution.
74. An auditor shall be promptly informed in writing of appointment or removal.
75. No director and no employee of the Society shall be auditor.
76. The auditor may attend general meetings.

PART 11 - NOTICE TO MEMBERS

77. A notice may be given to a member, either personally to or by mail to him at his registered address.
78. 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.
79. A. Notice of a general meeting shall be given to:
i) Every member shown on the register of members on the day notice is given; and
ii) the auditor, if PART 10 applies.
B. No other person is entitled to receive a notice of general meeting.

PART 12 - BYLAWS

80. On being admitted to membership, each member is entitled to and the Society shall give him, at a nominal charge, a copy of the constitution and bylaws of the Society.
81. These bylaws shall not be altered or added to except by special resolution.

September 3, 1991