

CONSTITUTION

1. The name of the society is Island Waters Fly Fishing Society (IWFF)
2. The purposes of the society are:
 - a) to practice, to further and promote the art of Fly Fishing;
 - b) to practice and promote fish conservation and enhancement;
 - c) to encourage fellowship and sportsmanship amongst anglers.

Schedule B

Society Act

Bylaws of the Island Waters Fly Fishers

Part 1- Interpretation

1. 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.

Part 2-Membership

2. The members of the society are the applicants for the incorporation of the society, and those persons who have subsequently become members, in accordance with these bylaws, and in either case have not ceased to be members.
3. There are no criteria for application of ordinary membership other than a sincere interest in fly fishing and a general interest in angling.
4. Ordinary membership shall be attained with a payment that includes annual dues and a small initiation fee to cover administrative cost (name tag, etc.) A family member of an ordinary member living in the same residence shall have the initiation fee waived.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The initiation fee shall be determined by the Directors. The annual membership dues shall be determined at the Annual General Meeting.

7. Honorary Lifetime Membership may be appointed by the directors in recognition to services to the club at the discretion of the directors. Honorary members may attend and speak at general meetings but may not vote. They do not pay annual fees.
8. A person shall cease to be a member of the society:
 - a) By submitting his resignation in writing and delivered to the President or Secretary either by mail or electronic means.
 - b) Upon becoming deceased.
 - c) In the event the society is dissolved.
 - d) On being expelled.
 - e) On having been a member in good standing and failed to renew his membership by Feb 01.
9. A member may only be expelled by a special resolution passed at a General Meeting.
 - a) A member may be expelled when proven to have committed an act bringing discredit to the IWFF.
 - b) The Directors will review the circumstances and if warranted draft a resolution for expulsion and present it for the consideration at a General Meeting. A copy of the resolution shall be forwarded to the member in question.

Part 3- Meetings of Members

10. General meetings of the society shall be held at the time and place in accordance with the Society Act.
11. Other than the general meetings and the annual general meeting (AGM) any other meetings is an extraordinary general meeting.
12. The Directors may convene an extraordinary general meeting when they see fit.
13. Notice of meetings:
 - a) A notice of a general meeting shall specify the place, day and hour of the meeting and in case of special business, 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 members entitled to receive notice, does not invalidate proceedings at the meeting.
 - c) A notice of a general meeting shall be given to every member shown on the register of members on the day notice is given. No other person is entitled to receive a notice of a general meeting.

Part 4- Proceedings at a General Meeting and the Annual General Meetings

14. Special business is:

- a) All business at an AGM except the rules of order.
- b) All business transacted at an AGM meeting are:
 - (1) The adoption of rules of order.
 - (2) The consideration of the financial statement.
 - (3) The report of the directors.
 - (4) The election of directors.
 - (5) The other business that, under these bylaws ought to be transacted at the AGM, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

15. Quorums:

- a) A quorum is 10 percent of the members in good standing.
- b) 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.
- c) 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, the meeting is adjourned or suspended.
- d) 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: but in any other, 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.

16. Subject to bylaw 15, the President, Vice President or in the absence of both, one of the director's present, shall preside as president of a general meeting. If none of the above are present, the meeting is cancelled.

17. A resolution must be seconded and duly passed by three quarters majority of the members entitled to vote who are present in person at a general meeting.

18. The Bylaws of the Society will not be altered or added to except by a special resolution of the membership.

19. Voting:

- (a) A member in good standing at a meeting is entitled to one vote.
- (b) Voting is by a show of hands.
- (c) Voting by proxy is not permitted.

Part 5- Directors and Officers

20. Directors:

- (a) The affairs of the Society shall be managed by a Board of Directors, which include the Executive, and consists of the President, Vice President, Treasurer and Secretary. Four of the Board of Directors shall constitute a quorum.
- (b) Each Director at the time of their election and throughout their term of office shall be a member in good standing of the Society. These Directors shall be elected for a term of one year.
- (c) The board shall be retired prior to the annual election but shall be eligible for re-election if otherwise qualified. The election may be a show of hands unless a ballot be demanded by any member.
- (d) The number of directors shall be determined by the membership.

21. Director appointments:

- a) The directors may from time to time appoint a member as a director to fill a vacancy, as it occurs.
- b) A director so appointed holds office only until the next annual general meeting of the society, but is eligible for re-election at the meeting.

22. If a director resigns his office or without reasonable excuse, is absent from more than three director meetings or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

23. 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.

24. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6- Proceedings of Directors

25.

- a) The directors may meet at the place designated by the President or Vice President.
- b) The directors may from time to time fix the quorum necessary to complete the business.
- c) The president shall be the chairman of 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 then the vice president shall act as chairman. If neither is present the directors may choose one of their number to be chairman of the meeting.

26.

- a) The directors may delegate some of their powers to committees.
- b) A committee with the authority to act shall adhere to any rules imposed upon it by the directors and shall report back to the directors.
- c) A committee shall elect a chairman of its meeting, but if no chairman is elected or if at a meeting the chairman 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 chairman of the meeting.

27.

- a) Questions arising at a meeting of the directors and committees of the society shall be decided by a majority of votes.
- b) In case of an equality of votes the motion is defeated.

28.

a) A resolution proposed at a meeting of directors or a committee of director needs to be seconded and/or the chairman of a meeting may propose a resolution.

b) A resolution in writing signed by all directors and placed with the minutes of the directors is as valid and effective as if passed at a meeting of directors.

Part 7- Duties of Directors

29. The President shall:

- a) preside at all meetings of the society and of the directors.
- b) be the chief executive officer of the society and shall supervise the other offices in the execution of the duties.

30. The Vice President shall carry out the duties of the president during his absence.

31. 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) maintain a register of members

32. 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 directors, members, and others when required;
- c) cause the financial year to run from 01 January to 31 December of each calendar year.

33. The offices of the secretary and treasurer may be held by one person who shall be known as the Secretary/Treasurer

34. In the absence of a secretary for a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8- Borrowing

35. 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 of the money in the manner they decide, and in particular but without limiting the foregoing by the issue of debentures.

36. No debenture shall be issued without the sanction of a special resolution.

37. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed must have an expiration date.

Part 9- Notice to Members

38. A notice may be given to a member in person, by postal mail at their registered address or by electronic means to their registered electronic address.

39. A notice sent by mail shall be deemed to have been given on the second day after the notice is posted 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.

Part 10- Bylaws

40. On being admitted to membership each member is entitled to, and the society shall give them without charge a copy of the constitution and bylaws of the society.

41. These bylaws shall not be altered or added to except by special resolution.

Signatures