

B.C. Federation of Fly Fishers



Constitution and By-Laws
(amended February 24th, 1999)

Contents

Constitution	1
Schedule "A" By-Laws	2
By-Law 1 Interpretation	2
By-Law 2 Membership	2
By-Law 3 Duties of Member.....	4
By-Law 4 Purpose of Board of Directors	4
By-Law 5 Board of Directors	5
By-Law 6 Nominating Committee	6
By-Law 7 Elections	7
By-Law 8 Duties of Officers	7
By-Law 9 Duties of Board of Directors	8
By-Law 10 Financial	9
By-Law 11 Audit	10
By-Law 12 Common Seal	10
By-Law 13 General Meetings	10
By-Law 14 Voting by Members	12
By-Law 15 Violation and Enforcement of By-Laws	12
By-Law 16 Enforcement Procedures	12
By-Law 17 Awards	13
By-Law 18 Regional Organization	13
By-Law 19 Formation of New Clubs	14
By-Law 20 Amendments to Constitution and By-Laws	14
By-Law 21 Trust Funds	14

Constitution

1. The Name under which the society will operate shall be the “B.C. Federation of Fly Fishers”.
2. The purposes of the Federation are:
 - (a) to promote fly fishing and the use of artificial flies on all waters;
 - (b) to encourage and assist in the formation of new fly fishing clubs in British Columbia;
 - (c) to work collectively with other organizations to promote the objectives of the Federation;
 - (d) to communicate and act as a clearing house for information to members;
 - (e) to support and encourage the preservation, rehabilitation and development of lakes, rivers, streams, tidal waters and wetlands as fish habitat;
 - (f) to support Government bodies wherever possible in projects that are intended to preserve or enhance fishing opportunities generally;
 - (g) to co-operate with other organizations in collective efforts to obtain and guarantee reasonable public access to all crown land and water resources;
 - (h) to submit views and recommendations to any governmental body or private agencies as the Federation deems necessary to safeguard or enhance the interest of fish, parks, and outdoor recreational resource values; and
 - (i) to preserve, maintain and develop angling opportunities and reasonable access to fish bearing waters throughout the province of British Columbia.
3. The geographic area of operations and influence of the Federation is the Province of British Columbia. This area may be subdivided into Regions by the Board of Directors to facilitate Federation objectives. This clause remains alterable.
4. Incorporation and registration of the Federation shall follow the laws and regulations of British Columbia as promulgated from time to time. This clause shall be unalterable.
5. The Federation’s activities shall be carried on without purpose of gain for its Directors or members and any profit or other accretions to the Federation shall be directed to promoting its stated purposes. This clause shall not be interpreted so as to prohibit the refunding of reasonable out of pocket expenses incurred by Directors, or other members, on Board authorized activities directly related to its stated purposes. This clause shall be unalterable.
6. In the event of winding up or dissolution of the Federation all funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred by the Directors to selected organizations which will best support the purposes of the Federation, provided that such organizations are recognized as charitable organizations. This clause shall be unalterable.

Schedule "A" By-Laws

By-Law 1 Interpretation

1.1 Nothing in these By-Laws shall be interpreted so as to be in conflict with the Society Act, Province of British Columbia.

(a) In these By-Laws, unless the context otherwise requires:

- (i) "Board" means the Board of Directors of the Federation;
- (ii) "Director" means the appointed or elected Directors of the Federation for the time being;
- (iii) "Member" means a fly fishing club, person, or organization who is admitted as a member in the appropriate class and remains so in accordance with these By-Laws;
- (iv) "Federation" means the BC Federation of Fly Fishers;
- (v) "Term" means the period of time between one Annual General Meeting and the next immediately following Annual General Meeting;
- (vi) "Registered Address" of members means the address recorded in the registry of members; and
- (vii) "Subscription" includes fees, dues, assessments or other similar sums payable by a member under the By-Laws.

1.2 In these By-Laws, words importing a male person include a female person or a corporation and vice-versa; words importing the singular include the plural and vice-versa.

By-Law 2 Membership

2.1 Membership is open to all fly fishing clubs, persons and other organizations or corporations regardless of Race, Colour or Creed who wish to support fly fishing generally and who are prepared to accept and practice the ethics expressed or implied in the Federation's Constitution and By-Laws.

(a) Admission: Criteria for admission as a member is included in the explanation of each class, but in all cases the application forms as provided by the Federation from time to time must be completed. Signatures on the form indicate consent to abide by the Constitution and Bylaws of the Federation. Approval and notification of acceptance by the Board shall be the final step in the process. These duties may be delegated to the Membership Director.

2.2 There shall be six classes of membership as follows:

(a) Member Clubs: Open to fly fishing clubs interested in promoting the sport, whether or not they are incorporated as societies within the province. Such clubs shall be entitled to one vote and a voting delegate at Federation General Meetings.

(b) Associated Member: Automatic for all individuals registered to a Member Club. They are entitled to vote at Federation General Meetings. They are eligible to be nominated for and elected, or appointed, to the Board of Directors and/or specific Executive Officers positions. Communications from and to the Federation shall be via their Member Club.

(c) Direct Member: Open to persons who are not associated with a Member Club, but this shall not preclude an Associated Member applying for and becoming a Direct Member at extra cost should he so wish. Such members shall have a vote at Federation General Meetings. They are eligible to be nominated for and elected, or appointed, to the Board of Directors and/or specific Executive Officers positions. Communication from the Federation shall be on a direct mail basis, the cost of which shall be included in annual dues.

(d) Supporting: Open to those individuals, organizations or corporations who support the principles and projects of the Federation and wish to offer financial or in kind support. Such members would be able to use a "Supporting Logo" issued by the Federation on their advertisements and/or correspondence. Annual membership shall be by application to the Board accompanied by a substantial donation to the general fund or a specific Federation project of their choice, or the minimum subscription set by the Board.

Membership does not grant voting powers, nor eligibility to hold office, although members may attend Federation General Meetings and make presentations on projects being discussed to which they provide financial support. They shall receive direct mailings of newsletters.

(e) Honorary: Open to persons recommended by the Board and ratified at a General Meeting who are not members of the Federation, but who have supported the Federation's objectives or have provided exceptional service in support of the fisheries environment.

They shall pay no subscription, are not eligible to vote or hold office, but may attend Federation General Meetings as an observer.

(f) Lifetime: Restricted to Direct or Associated Members who receive this designation as an award, at the discretion of the Board, under the Awards By-Law. It is in recognition of outstanding service or support to the Federation over a period of years or a one time significant incident, or in support of the fisheries environment. The recipient shall continue to enjoy all the rights and privileges of membership, but need no longer pay any subscriptions, although he may elect to do so to support the conservation purposes of the Federation.

2.3 A member is considered in good standing except should he not have paid his current annual dues. He remains not in good standing so long as the debt remains unpaid. Only members in good standing are entitled to vote at meetings of the Federation and be elected or appointed to hold office in accordance with the membership classes criteria.

2.4 A person or club ceases to be a member of the Federation and no return of monies shall be considered in any instance:

- (a) on delivering a resignation in writing to the Secretary or any other Director;
- (b) on his death, or club dissolution;
- (c) on non payment of annual subscription for more than 60 days; and
- (d) on being expelled for good cause by the Federation.

2.5 Expulsion

- (a) Based on a recommendation of the Executive Officers, a member may be expelled by a resolution passed by the Directors at a Board meeting, provided the notice of the meeting specifies that such a matter is to be placed before the Directors.
- (b) The person or club who is the subject of the proposed resolution shall be given an opportunity to be heard and/or represented before the Executive while it is investigating the matter and again at the Board meeting before the resolution is put to a vote which shall be by ballot. A simple majority vote only is required and no return of any monies shall be made if the resolution is adopted.
- (c) Matters which could form the basis for expulsion include, but not exclusively:
 - (i) moral turpitude;
 - (ii) convictions in court under the Fisheries or Wildlife Acts of the province; or
 - (iii) conduct which in itself would tend to bring discredit to the Federation and its reputation.

2.6 Re-instatement

Members expelled for cause may apply for re-instatement after a period of not less than 12 months to the Executive who shall consider the matter and may offer a resolution to the Board members at a meeting for consideration and vote. The notice required in By-Law 2.5 (a) applies and a 2/3 majority vote is required for adoption.

2.7 Annual Subscriptions

Subscriptions shall take the form of a basic flat fee per Member Club coupled with a per capita fee for each Associated Member on the club's membership roll as of 31 Dec in each year. A copy of the club's membership roll as of that date shall be forwarded to the secretary along with the subscription monies. In addition, updates of newly joining members shall be forwarded, at least quarterly, by way of

a revised membership roll accompanied by the necessary per capita fees.

In the case of a Direct Member, the subscription shall be a sum comparable to that paid in respect to an Associated Member, but which fully covers the cost of any direct services offered.

Subscriptions for a Supporting Member shall be in accordance with clause 2.2 (d).

2.7.1 The dollar values for each membership class shall be established no later than 30 November each year by a resolution of the Board and will be in effect for the ensuing fiscal year, subject to being confirmed at the Annual General Meeting. Notice of the dollar values set shall be advised via the newsletter.

2.7.2 Members who remain in arrears for 60 days after the due date are subject to being struck from the active register and the Federation mailing list.

2.8 Autonomy of Member Clubs

The Federation shall not in any way infringe upon the charter of any Member Club, association, or other entity. Nor shall it impose any form of organization or dictate any activity or policy to such members other than that they agree to comply with the spirit and intent of the Federation's Constitution and By-Laws.

2.9 Delegates

2.9.1 Each Member Club shall annually appoint their delegate to attend all General Meetings. They shall notify the secretary in writing prior to the Annual General Meeting, but shall retain the right to withdraw that person and name a replacement in writing to the Secretary prior to his attendance at any meeting called.

2.9.2 Delegates are entitled to cast a vote for the Member Club as well as for themselves as an Associated Member, and may carry written proxies for other members.

By-Law 3 Duties of a Member

3.1 All members shall:

(a) become familiar with and follow the Constitution and By-Laws and such procedures of the Federation as may be adopted from time to time;

(b) conduct themselves while engaged in fishing, or conservation activities, in an ethical manner which will not bring themselves or the Federation into disrepute; and

(c) make every effort to assist in conservation projects supported by the Federation in their area or Region.

By-Law 4 Purpose of Board of Directors

4.1 The Board of Directors shall:

(a) control, manage and conduct all business matters and maintain all assets of the Federation for the benefit of all members. The day to day business of the Federation shall be conducted by the Executive Officers, but the Board as a whole shall determine policy subject to any restrictions placed on it by resolutions passed at a general meeting and/or the Society Act;

(b) ensure that where funds received are from a lottery based source, they are classed as gaming funds and held in a separate account, but reported with other assets in all financial statements;

(c) ensure that where trust funds are being administered, they are held in a separate account, but reported with other assets as a separate item in all financial statements;

(d) ensure all reports and returns required by the Society Act are completed and forwarded in a timely manner; and

(e) take appropriate action to correct any violation of these By-Laws.

By-Law 5 Board of Directors

5.1 The Directors shall consist of not less than 6 nor more than 12 individuals including the executive officers, except that should the Board perceive that a particular area or region appears to be under represented on the Board they may appoint up to two additional Directors to correct the imbalance and thus increase the Board numbers by such appointments.

In addition, the Immediate Past President shall automatically be a Director at large in order to provide advice and continuity on Federation matters. This later position shall have a backward flowing ascension capability to ensure the position is automatically filled should a vacancy occur for any reason.

(a) The Directors of the Federation must:

- (i) act honestly and in good faith and in the best interests of the Federation; and
- (ii) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions as a Director.

(b) No person shall be considered qualified for election or appointment as a Director unless he is a member in good standing, but he may become such a member and be elected or appointed to the Board at the same meeting.

(c) The Executive Officers within the Board of Directors shall be those listed below and shall be elected at the AGM, provided nominees for these positions are available, otherwise they may at a later date be appointed by the Board:

- (i) President;
- (ii) First Vice President;
- (iii) Second Vice President;
- (iv) Secretary;
- (v) Treasurer; and
- (vi) Membership Director.

(d) Where it is not feasible to obtain a secretary or treasurer from the elected or appointed Directors, the Board may appoint other persons capable of performing the duties, or may appoint one person as secretary/treasurer, such an appointee is not entitled to vote in any proceedings,

(e) The Board, Executive or President may in their discretion appoint Directors to committees to supervise or co-ordinate Federation activities or projects. Where this is done, the appointment and terms of reference shall be in writing and may be withdrawn at pleasure.

(f) The Board may go outside the Directors group to appoint volunteer committee chairmen because of availability, or to take advantage of special expertise among Federation members.

(g) Vacancies occurring in any officer's position shall be filled from among the current Directors for the remaining portion of the term without prejudice to re-election.

(h) Length of service on the Board in the President's or Vice President's offices shall be restricted to three years in either position. Other Officers or Directors may serve an indeterminate period.

(i) The Board may pay an honorarium to the position of secretary or secretary/treasurer, not withstanding the conditions of section 5.4 hereunder.

5.2 The position of elected officers on the Board shall be held vacant if the member:

- (a) by notice in writing to the Board resigns;
- (b) is deceased;
- (c) being an Associated Member, his respective club ceases to be a member;
- (d) becomes physically or mentally unable to perform his duties;
- (e) has been removed from office, or as a member for just cause; or
- (f) because of failure to perform his duties in a manner acceptable to the Board he is advised of his performance and asked to vacate his position in a resolution passed at a Board meeting.

5.3 The Board may, in its discretion, appoint a member to the Board to fill any declared vacancy for the remaining portion of the term, providing the number of vacancies occurring simultaneously does not negate the possibility of a normal quorum, in which case a special general meeting must be called to elect a new Board.

5.4 No member of the Board shall accept remuneration for services rendered to the Federation, nor shall he have any financial interest in any purchase order or contracts entered into on behalf of the Federation unless he has declared the possible conflict of interest prior to a decision being taken by the Board and he shall refrain from voting by leaving the room before the vote is called. This clause does not preclude reimbursement for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the society, although limitations on expenditures or per diem rates may be set by resolution of the Board.

5.5 Where the President is absent from any meeting of the Board, or vacates the chair during the meeting, one of the Vice Presidents shall act as Chairman and shall have all the duties and powers of the position while so acting.

5.6 In the absence of both President and Vice Presidents, the Directors present shall, from among themselves, appoint an acting Chairman for that meeting who shall have all the duties and powers of the position while so acting.

5.7 A quorum of the Board shall be 4 Officers and or Directors and may include teleconferencing presence.

5.8 At meetings of the Board all matters shall be determined by a simple majority vote except where otherwise stated in these By-Laws.

5.9 In the case of a tie vote, the President or Chairman does not have a second or casting vote and a motion so tied is defeated.

5.10 Every Director shall be deemed to take office on the clear understanding that he and his heirs shall at all times, while he is in office and continuing after serving his term, be indemnified and saved harmless for any action instituted or prosecuted against him as a result of any action or decision taken or instituted by him in the execution of his duties in the Federation which were done in good faith and where there is no evidence of willful disregard or neglect on his part. The cost of such continuing indemnity shall be borne by Federation funds.

5.11 All Directors shall resign their office at each Annual General Meeting without prejudice to re-election at the same meeting.

By-Law 6 Nominating Committee

6.1 Three months prior to elections at the Annual General Meeting, the Board shall appoint a nominating committee of three members who will not themselves be seeking office in any executive officers position, but may sit on the Board of Directors. The Board shall at this same time cause a notice seeking volunteers and or nominations to be mailed to all Direct Members and to Member Clubs for distribution to Associated Members. It shall advise who the Nominating Committee is and how communications with them are to take place.

It will be the duty of this Nominating Committee to firstly contact:

- (a) all members who are serving Directors to determine if they intend to let their name stand for re-election and to which vacancy or office;

- (b) seek out others from among the members who may be prepared to stand for office and which position they seek;
 - (c) determine whether all positions will be covered by nominations;
 - (d) advise the Board of the status 14 days prior to the date for elections; and
 - (e) act as polling officer and scrutineer to conduct the elections during the Annual General Meeting.
- The committee shall not be restricted to nominating only one person for any office, nor just the maximum number of Directors, but shall encourage maximum participation of members and shall request and accept nominations from the floor at the AGM.

By-Law 7 Elections

7.1 All Associated and Direct Members in good standing are eligible to be nominated, elected or appointed to the Board or Officers positions, but they may become such a member and be elected or appointed at the same meeting.

7.2 The election of Officers and Directors shall take place at the AGM. Election to any position may be by acclamation, otherwise it shall be by a show of voting cards or by ballot if considered necessary by the President, or requested by a member.

7.3 Elections shall follow the order of President, First Vice President, Second Vice President, Secretary, Treasurer, Membership Director and Directors at large. A member may allow his name to stand for all positions in rotation, with it only being removed if and when elected.

By-Law 8 Duties of Officers

8.1 The President:

- (a) shall preside at all meetings of the Federation and its Board of Directors and shall have all the powers and duties generally pertaining to the office. He shall be a member ex-officio of all committees except the nominating committee;
- (b) is the chief executive officer of the Federation and shall supervise the other officers in the execution of their duties; and
- (c) shall be a signing authority for expenditures.

8.2 The Vice Presidents:

- (a) by alternating responsibility as the need arises shall, in the absence of the President, possess all the powers and perform all the duties of the President;
- (b) shall equitably share responsibilities for various committee supervision as assigned by the President and one shall be specifically delegated the responsibility for all Constitution and/or By-Law matters including biennial reviews and the resolution vetting required by By-law 20; and
- (c) shall be a signing authority for expenditures.

8.3 The Secretary:

- (a) shall conduct the correspondence of the Federation;
- (b) shall issue advance notices of meetings via mail, email, facsimile or newsletters, ensuring that the minimum prescribed notice is provided;
- (c) shall keep minutes of all meetings of the Federation and the Board of Directors in separate minute books and ensure each member club and direct member receive a copy of the minutes of general meetings;
- (d) shall be the custodian of all records and documents of the Federation except those required to be kept by the Treasurer;
- (e) shall compile, assisted by the Treasurer, all reports and returns required by the Society Act; and
- (f) shall have custody of the common seal of the Federation if one is authorized.

8.4 The Treasurer:

- (a) shall keep financial books and records of accounts for the affairs of the Federation to reflect:
 - (i) all the money received and disbursed by the Federation, stating the matter in respect of which the activity took place;
 - (ii) every asset and liability of the Federation;
 - (iii) every other transaction affecting the financial position of the Federation;
- (b) shall prepare annual financial statements, interim reports and schedules as required from time to time, and shall present them to the Board and/or General Meetings as called for;
- (c) may maintain a petty cash fund and records thereto, using the imprest account system, for an amount set by the Board from time to time, or alternatively, make all disbursements by cheque;
- (d) shall maintain all records of accounts current and be prepared for a test audit on short notice;
- (e) shall be a signing authority for expenditures;
- (f) shall be an ex-officio member of any committee authorized to generate and or expend funds to assist and advise on annual budget plans; and
- (g) shall assist in the preparation of returns required by the Society Act.

8.5 Membership Director:

- (a) shall maintain a register of members to reflect by class of membership:
 - (i) the full name, resident or mailing address and telephone number;
 - (ii) the date on which the club, organization or person is admitted as a member;
 - (iii) the date on which the club, organization or person ceases to be a member; and
- (b) shall collect annual dues and transfer them to the Treasurer for deposit;
- (c) shall notify members who remain in arrears 30 days after the due date and, if not paid within a further 30 days, shall strike the member from the active register and Federation mailing lists;
- (d) shall issue membership cards as prescribed by the Board from time to time; and
- (e) shall provide each member, on request, with a copy of the Constitution and By-Laws free of charge or, if the Board so decides by resolution, on payment of not more than \$1.00.

Note: Two registers may be maintained for convenience, the master or historical register required by the Society Act and the "active register" which only reflects the current paid up membership.

By-Law 9 Duties of Board of Directors

9.1 The Board of Directors shall:

- (a) meet at least bi-annually, or at the call of the President, for the conduct of business, adjourn and otherwise regulate itself as it thinks fit;
- (b) subject to any restriction imposed, or direction given at a General Meeting, delegate to one or more Board members or to a member or committee of members such, but not all, of its powers and duties as it thinks fit. Such delegation and terms of reference shall be in writing and is revocable at the Board's pleasure;
- (c) maintain a minute book of its proceedings, with a special section for recording electronic decision processes, such as teleconferencing and/or email;
- (d) maintain a minute book of all General Meetings and keep copies readily available for review by members on reasonable request;
- (e) cause proper books of accounts to be kept in respect to all financial transactions of the Federation and, on written application by a member, make such books of account available for inspection and may appoint a Director in addition to the Treasurer to be present during such inspection;
- (f) shall keep at a registered address, or in the possession of one person, and shall make available upon written request by a member:
 - (i) a copy of changes in By-Laws;
 - (ii) a copy of any Special Resolution passed;
 - (iii) a register of the Board of Directors; and

(iv) minutes of all General Meetings.

By-Law 10 Financial

10.1 The fiscal year for the Federation shall be for one-year beginning the first day of January and ending the 31st day of December following.

10.2 The Board shall call for the following to be presented at the Annual General Meeting:

(a) a statement of income and expenditures drawn up to present fairly the results of the operations of the Federation for the period and to distinguish severally at least:

- (i) gross revenue from different sources, where material;
- (ii) income or loss from any investments;
- (iii) any provision for depreciation of materiel assets;
- (iv) amounts transferred to or from a reserve fund;
- (v) net income or expenditures before extraordinary items from para (vi), and
- (vi) extraordinary items of income or loss of a non-recurring nature including disposal of materiel assets.

(b) a balance sheet drawn up as of 31 December each year, to present fairly the financial position of the Federation at that date and to distinguish severally at least:

- (i) cash and deposits;
- (ii) inventory, stating the basis of evaluation;
- (iii) materiel assets, stating the basis of evaluation;
- (iv) debts owed by the Federation;
- (v) reserve funds showing amounts added or withdrawn during the period; and
- (vi) trust funds being administered showing principal amounts accruing or grants dispersed during the period.

10.3 Prior to issue or circulation of the statements in (a) and (b), they must be approved by the Board and signed by two of the Directors. If the statements have not been audited, a notation "subject to audit" will be included above the signatures. Interim financial statements may be presented to a General Meeting without Board review, but are accepted subject to audit.

10.4 The Federation shall maintain at least one bank account with a chartered bank, trust company or credit union for the deposit of funds. Where a reserve fund or a trust is established or controlled, they shall be in a separate account, as shall gaming sourced funds.

10.5 All cash and negotiable forms shall be deposited directly to the Federation bank accounts.

10.6 All payments shall be made by cheque, except for minor petty cash transactions if such a fund is in use. Activity costing forms shall be cross-referenced to cheque numbers for ease of audit.

10.7 All cheques drawn on any account of the Federation shall be signed by two of the Officers designated as signing authorities.

10.8 The Federation shall, by resolution, establish the spending limits of the Board on any single item or activity without reference to the general membership. These limits may be adjusted at any General Meeting. In the same manner, the Board shall set spending limits for individual officers and/or committees.

10.9 The Board may not exercise any powers in respect to borrowing funds, or issuing debentures, without the expressed authority of a Special Resolution passed by a 75 % majority of the members present in person or by proxy at a General Meeting.

10.10 The Board may, in its discretion, invest a portion of the Federation funds in Guaranteed Investment Certificates with roll over clauses as necessary, for periods of 30, 60, or 90 days or for one year periods and have their current status reported with other interim statements at General Meetings.

By-Law 11 Audit

11.1 The Board may appoint an auditor, and assistant where necessary, from the membership independent from the Officers of the Board or employees, at the Annual General Meeting to hold the appointment for a period of one year without prejudice to re-appointment. Alternatively, this function may be contracted out to a professional firm of auditors.

11.2 The Board shall give notice of the appointment in writing to the auditor and assistant, if any, which shall be their authority to conduct spot audits, as considered necessary, and an annual audit prior to the Annual General Meeting. It also gives right of access to all financial records and related documents and to receive details considered essential to the audit from any Director, Officer or other member.

11.3 The auditor shall:

- (a) conduct at least one spot audit in each financial year on any aspect of the financial records;
- (b) make a report to the members on the financial statements that are to be placed before the Federation at the Annual General Meeting; and
- (c) state in his report whether, in his opinion, the financial statements present fairly the financial position of the Federation and the results of its operations for the period under review and does so on a basis consistent with the preceding period.

11.4 Where the opinion contained in the report under 11.3 (c) is qualified, the auditor shall provide detailed reasons in his report.

By-Law 12 Common Seal

12.1 The Board may provide a common seal for the Federation, and they shall have the power from time to time to destroy it and substitute a new seal in its place.

12.2 The common seal shall be in the custody of the Secretary and shall be affixed to a document when authorized by resolution of the Board and then only in the presence of the President and Secretary together.

By-Law 13 General Meetings

13.1 General Meetings shall be held annually, or more frequently depending on the wishes of the membership, or at the call of the President to deal with urgent matters.

13.2 The Annual General Meeting shall be held during the months of April or May at a location within B.C. as selected by the Board of Directors with a view to convenience for members.

13.3 The Board may, whenever it thinks fit and shall, upon requisition in writing by 10% of all Directors, or three Member Clubs, or 10 % of members convene a General Meeting within 21 days of receiving the requisition.

13.4 Notice of meetings shall be published in the minutes of meetings, where possible, and the newsletter mailed to members. Where a General Meeting requisitioned under 13.3 is called, special notice shall be mailed to ensure adequate notice. In addition, electronic means may also be used. A minimum of 14 days notice is required for any General or Special General Meeting.

13.5 Save as otherwise provided in these By-Laws, no business shall be transacted at any meeting unless a quorum is present. A quorum for General Meetings shall be not less than 10 members, plus 4 Directors, present who are entitled to vote in person or by proxy.

13.6 If within one half hour from the time specified for a meeting a quorum is not present, the meeting shall stand adjourned to the same time and place the week following and, if at the resumed meeting a quorum is still not reached, the persons present and entitled to vote shall be considered a quorum.

13.7 Where the President is absent from any meeting, or vacates the chair during the course of the meeting, one of the Vice Presidents shall act for him and shall have all the duties and powers of the position while so acting.

13.8 In the absence of both President and the Vice Presidents, the Directors present shall, from among themselves, appoint a Chairman for that meeting who shall have all the duties and powers of the position while so acting.

13.9 Quorums

The following shall be quorums for the various meetings:

- (1) General Meetings, 4 Directors plus 10 members;
- (2) Board Meetings, 4 Directors; and
- (3) Executive Meetings, 3 Officers.

In view of the advances in electronic communications, Executive and Board meetings may be conducted using email and/or teleconferencing with the above quorums, providing special note of such arrangement is included in the minutes kept.

13.10 Procedure at Meetings

The following procedures will, insofar as appropriate, be used at all General or Special Meetings:

1. An accreditation check of attendees to ensure they are entitled to vote is carried out using membership rolls and voting cards are issued;
2. (a) call to order;
- (b) welcome new members and self-introduction of attendees when considered necessary;
- (c) reading of and approval of minutes from last meeting;
- (d) treasurers report;
- (e) committee reports;
- (f) correspondence, incoming and outgoing;
- (g) appointments to the Board or committees;
- (h) old business or arising from minutes;
- (i) new business, including elections where necessary;
- (j) consideration of any resolutions meeting the prescribed degree of advanced notice; and
- (k) adjournment.

13.11 Rules of Order and Procedure

Generally speaking, Robert's Rules shall be the basis for making rules to conduct meetings except that no rule applied shall be in contravention of the Society Act, e.g. Special Resolutions to amend the Constitution or By-Laws require a 75% majority vote to be adopted and do not become effective until accepted by Society Act review.

Resolutions to reverse action previously taken require a 2/3-majority vote.

By-Law 14 Voting by Members

14.1 Proxy Voting

(a) This shall be allowed provided that it is on a Federation authorized form, available from the Secretary, to cover multiple proxies from Member Clubs carried by their delegate, or for individuals and shall only be for one meeting or any adjournments thereto.

(b) Proxy voting for the Board of Directors meetings shall also be allowed using the individual form available and under the same conditions as noted above.

14.2 At any General Meeting, a resolution to be decided by a vote of members shall be by a show of voting cards, unless a poll is requested by a member, or directed by the President, or a secret ballot is required by circumstances.

14.3 Unless a poll or ballot is in use, the declaration by the President that the resolution has been adopted or defeated, is conclusive evidence of the fact, without proof of the numbers or proportions of votes recorded for or against.

14.4 A poll, if demanded, shall be taken in whatever manner the President sees fit and the results taken shall be deemed to be the resolution of the meeting.

14.5 In the case of a tie vote, by whatever means in use, the President, or Chairman, does not have a second or casting vote and a motion so tied is defeated.

14.6 A Member Club delegate to general meetings is entitled to vote for the Member Club, as well as himself, and may carry a multiple or individual proxy for other club members.

14.7 Only members in good standing are entitled to vote and, with the exception stated above in 14.6, shall only be entitled to a single vote even though they may be Associated Members in more than one Member Club, or both an Associated and a Direct Member. This one member/one vote principle does not negate individuals carrying and exercising proxies.

By-Law 15 Violation and Enforcement of By-Laws

15.1 Any infraction or violation of these By-Laws, or Rules and Regulations established pursuant to them, by a member may be corrected, remedied or cured by the Federation.

15.2 The Federation may recover from a member or members by an action for debt in a court of competent jurisdiction any sum of money the Federation is required to expend as a result of any act or omission by the member or members which violates these By-Laws, and there shall be added to any amount found due, all costs of such action including costs as between Solicitor and Client.

By-Law 16 Enforcement Procedures

16.1 Where it is alleged that a member or members have violated these By-Laws other than inadvertently, the Federation shall investigate, may take evidence under oath, and otherwise determine the facts to confirm or reject the allegation. From this determination, the Board will decide whether it is likely to be required to expend funds on any necessary corrective action and should therefore invoke By-Law 2.5 or 15.2.

16.2 Where the infraction is minor in nature or inadvertent and no funds need be expended, corrective action as necessary shall be taken and the offending member or members may be assessed an administrative fee or fine not to exceed nominal amounts set by resolution of the Federation at a General Meeting related to first and subsequent infractions.

By-Law 17 Awards

17.1 The Federation may, at the discretion of the Board, accept or create awards suitable for presentation annually, or as the occasion arises, although such awards need not be awarded annually, the frequency and/or eligibility being left to the discretion of the Board or a delegated committee.

17.2 The actual presentation items shall be in the form of such certificates, plaques, trophies, medallions or lapel pins or combinations thereof as the Board considers appropriate and approve from time to time.

17.3 Nominations for awards may be submitted by members, using the proforma provided from time to time. They will be accepted by the Secretary at any time up to 60 days prior to the annual general meeting. Should there be no nomination received, the Board may, in its discretion, make nominations or defer awards for the current year

17.4 The final selection from those nominated shall be made by the Awards Committee appointed by the Board 60 days prior to the Annual General Meeting. The Committee may also be delegated responsibility to arrange for the purchase of any keeper items authorized by 17.2, engraving, framing etc. as applicable to meet the presentation schedule.

17.5 Lifetime Membership

This award is designed to recognize an Associated or a Direct member whom, over a great number of years or based on a one time significant incident, has provided outstanding service or support to the Federation in any capacity, or has made a significant contribution to the fishery. This award shall follow the procedure stated in 2.2 (f).

17.6 The Gilly Award

This award is designed to recognize a member of the Federation who has consistently given exceptional service to BC's fishery, the sport of fly fishing and the Federation.

17.7 The Conservation Award

This award is designed to recognize a Member Club for their contribution to the conservation and enhancement of BC's fishery.

17.8 The Angul Award

This award is designed to recognize an individual, not necessarily a member of the Federation, for their outstanding contribution to the heritage of the art and science of fly-fishing in BC.

17.9 The Executive Service Award

This award is to recognize an individual member for outstanding service and support to the Federation and its executive during the past year.

17.10 The Appreciation Award

This award is designed to recognize an individual, organization or business for their direct support of the Federation.

By-Law 18 Regional Organization

18.1 Where the Federation decides to exercise the option in the Constitution and establish a Region or Regions for ease of communication and control, they shall be organized and operate as branches of the Federation pursuant to the regulations contained in the Society Act, e.g. an organization in the Okanagan Valley would be known as B.C. Federation of Fly Fishers, Okanagan Branch.

18.2 Where Regions are established, the Board may make provision for any necessary representation on the Board of Directors and the lines of communication.

By-Law 19 Formation of New Clubs

19.1 Where in the opinion of the Board, Direct Member numbers in any one area of the province indicate, or on the request of not less than 10 Direct Members, that the formation of a new club would be feasible and should be encouraged, the Board shall:

- (a) determine that no existing club in the area can accept more members;
- (b) circulate a paper to the area Direct Members indicating the possibility and encouraging them to become involved in the project;
- (c) call and chair an organizational meeting of such persons to discuss the matter and seek interim Officers and Directors; and
- (d) offer assistance in producing a Constitution and By-Laws by providing a generic sample and guide, the contents of which have been accepted in principal by the Society Act.

19.2 In addition to the action required by 19.1, the Board may in its discretion:

- (a) provide seed money in the form of an interest free, or forgivable loan, in an amount set by the Board, to assist in forming the club on a sound basis;
- (b) consider waiving all or a portion of the first year's subscriptions to the Federation to assist the club in reaching a sound financial basis; and
- (c) any other enabling action considered desirable.

By-Law 20 Amendments to Constitution and By-Laws

20.1 A formal special resolution to amend the Federations Constitution and By-Laws is in order only at the AGM after a minimum of 45 days notice in writing to the Board. This will allow for a check to ensure it does not offend the Society Act and to have copies included with the notice of the AGM circulated at least 14 days in advance. Such resolutions require a seconder, are debatable and amendable. Such resolutions require adoption by a 75% majority vote in person or by proxy. They do not become effective until accepted by the Society Act review process.

By-Law 21 Trust Funds

21.1 Where monies have been passed to the Federation in trust to be used in furthering the Federation's stated purposes, the Board may delegate to a committee of one Director plus three members the authority to administer each specific fund in accordance with terms and conditions established by the trust, plus any additional controls considered necessary by the Federation from time to time.