


CAROL PREST

BYLAWS OF
ISLAND PHOTOGRAPHY WORKSHOPS SOCIETY

(the “Society”)

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the [*Societies Act*](#) of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

Application for membership

- 2.1 (a) A person may apply to the Board for membership in the Society in the form prescribed by the Board for membership, and upon acceptance of the application the person becomes a members until the person ceases to be a member as provided herein. The Board shall not be bound to grant membership to every applicant that may apply but may in its discretion deny the application, and there shall be no right of review of the Board’s decision.
- (b) To be eligible to become a member, a person must:
- i. If a natural person, be of the age of majority or at least 19 years, whichever is the greater, where the person is normally resident, provided the Board may in its discretion waive the restriction as to age;

- ii. If a corporation, society, association or body corporate, be in good standing in accordance with the laws of its jurisdiction;
- iii. Pay an annual membership fee as set from time to time; and,
- iv. Not do anything that brings the Society into disrepute.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if:

- (a) the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid; or,
- (b) the member ceases to meet the qualifications for membership as set out in these Bylaws.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Cessation or Termination of membership if member not in good standing

2.6 A person ceases to be a member of the Society:

- (a) if the person is not in good standing for 6 consecutive months;
- (b) if the person in writing resigns with such written notice to be delivered to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- (c) on death;
- (d) on becoming an undischarged bankrupt; or

(e) on being expelled by the Directors.

2.7 A member may be expelled in the following manner:

- (a) Upon receipt of a complaint made to the Secretary by a member in good standing that a member is no longer eligible for membership or has done or engaged in an act that brings or is likely to bring the Society into disrepute, the President shall call a meeting of the Directors.
- (b) Notice of the meeting shall be given to the member subject of the complaint and to the member making the complaint.
- (c) The notice of meeting shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (d) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting, and may present witnesses who shall be heard, before a resolution is put to a vote of the Directors.
- (e) By a resolution of a majority of the Directors present at the meeting, the Directors may determine to:
 - (1) suspend the member for a period of time not exceeding 1 year;
 - (2) expel the member; or,
 - (3) dismiss the complaint.
- (f) A member who is expelled is not eligible for membership in the Society for a period of up to 5 years year from the date of expulsion as set by the Directors.
- (g) A member who is expelled may appeal by giving written notice to the Secretary of the Society within 30 days of the receipt by the expelled member of the decision of the Directors. The appeal shall be considered by the members of the Society at a general meeting to be held within 90 days of receipt by the Secretary of the notice of appeal. The determination of the members in general meeting shall be final and not subject to review.

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.13**
- (a) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
 - (b) A secret ballot demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A secret ballot demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
 - (c) If a poll is demanded it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- (d) In the case of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting, shall be entitled to a casting vote being the only vote the chairman shall cast.

Announcement of result

- 3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.15** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 — Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 — Borrowing Powers Restricted

- 8.1** The Directors shall have no power to convey, mortgage or in any way charge the property of the Society without a special resolution of the Society authorizing the same.
- 8.2** For the purpose of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money provided the same is first authorized by a special resolution of the Society.

Part 9 – Bylaws

- 9.1** A copy of the Constitution and Bylaws shall be provided to every member as follows:
- (a) An electronic copy shall be provided without charge if not posted on the Society website; or,
 - (b) A paper copy shall be provided on payment of \$2.00
- 9.2** The Bylaws shall not be added to or altered except by special resolution.

Part 10 - Miscellaneous

- 10.1** All income and property of the Society shall be applied solely towards the promotion of its objects.
- 10.2** No member may incur a debt or obligation on behalf of the Society without the prior approval of the Board.

- 10.3 No member is entitled to be reimbursed for any expenses incurred on behalf of the Society unless the same was first authorized by the Board.
- 10.4 No member or Director or other officer shall use his office or the property of the Society for personal advantage.
- 10.5 No director or member shall use any property of the Society without the prior written consent of the Directors.
- 10.6 The Directors may from time to time:
- (a) establish rules and procedures, and may amend or alter the same, for all Society functions, club meetings, events or activities, and when so established shall be adhered to by all members, and failure to do so may be grounds for expulsion.
 - (b) establish dates and times, and change the same, for club meetings.
 - (c) Establish one or more committees and set the terms of reference, procedures and other requirements for any such committee.