

BYLAWS

By-Laws of the BC Wine Appreciation Society

1. INTERPRETATION

1.1. TERMS

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

- a) Member means any Member in good standing of the Society;
- b) Officer means an officer of the Society for the time being;
- c) Society Act means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- d) Registered address of a member means the member's address as recorded in the Register of Members;
- e) Executive Board means those members elected or appointed to that body and includes the Officers of the Society;
- f) Term means the time between the Annual General Meeting and the Second Next Annual General Meeting After.

1.2. SINGULAR AND PLURAL

Words importing the singular include the plural and vice versa.

2.0 MEMBERSHIP

- 2.1 Membership in the Society is open to individuals 19 years of age and older. Named Representatives of Sponsors Membership should also be of individuals 19 years of age and older

2.2 CLASSES OF MEMBERSHIP

There are two classes of membership at present:

- a) Regular Membership
- b) Sponsor Membership:

Two (2) Named Representatives from a company part of the BC Wine Industries. Representatives must be Owners or Current Employees of the Company. Transferable during the Membership, after written Notification to the Society

Each member is an individual or a group who has paid the annual membership fee.

2.3 RIGHTS OF MEMBERS

Members of the Society are entitled to vote at any General Meeting of the Society for candidates for the election to the Executive Board, and for any other resolution brought forward. No member is entitled to more than one vote.

Members can participate in all events organized by the Society.

If the number of participants to an event has to be limited for organisational purposes, the members will be informed in advance. Seats will be allocated on a “first come, first served basis.

Members can receive discounts or promotions on merchandise and services related to the activities of the Society.

Sponsor Members will also have the opportunity to have their website linked to the Society’s own website. At least 3 links will be available on the Society’s website homepage and will be rotated randomly.

2.4 DUTIES OF MEMBERS

It is the duty of Members to support the Society and the Executive Board in achieving the purposes of the Society.

2.5 MEMBERSHIP PERIOD

Membership for Members is renewable annually. Membership for a person first commences on the date payment of fees as recorded by the Association and continues through to the end of the fiscal year March 31. However, where a person first joins the Association in the period January 1 - March 31, the fee will be that of the current fiscal year, membership will commence on receipt of payment and will continue through the following fiscal year to March 31. Where a person already is a member, payment for the

next fiscal year's established fee may be made in advance to be effective for the period April 1 through March 31 following.

2.6 MEMBERSHIP STATUS

- a) A person or company ceases to be a Member of the Society by delivering his or her resignation in writing to the Secretary or by mailing or delivering it to the address of the Society, or
- b) on his or her death (or dissolution of the company), or
- c) on being expelled as provided for in these bylaws, or
- d) Members of the Society who have not paid their annual membership fees to the Society within three (3) months of their due date in the current year are not in good standing and shall, therefore, cease to be Members of the Society. A person who has ceased to be a Member under these provisions can seek membership in any year by paying the fee applicable for the year in which application is being made.

2.7 MEMBERSHIP DUES

Annual membership fees for members shall be determined by the Executive Board and reported to the Society at the Annual General Meeting. Notwithstanding, however, following incorporation the first membership fees will be as follows:

- a) Regular members: Forty dollars (\$40).
For Students: Thirty dollars (\$30) – (must be enrolled in a full time program and supply valid student ID)
- b) Sponsor membership: One hundred and twenty dollars (\$120)

2.8 EXPULSION OF MEMBERS

An individual Member, a named individual from a dual membership or a named representative from a sponsor membership (who is not an Officer or other member of the Executive Board) of the Society may be expelled from the Society by a unanimous decision of the Executive Board if, in the opinion of that Board, the Member has showed a public conduct and/or taken a public action considered to be seriously detrimental to the credibility of the Society, or to the ability of the Society to achieve its purposes. Before expulsion, the Member shall be given an opportunity to appear before the Board to defend such action and state why expulsion is not warranted.

3.0 MEETINGS OF THE SOCIETY

3.1 ANNUAL GENERAL MEETING

The Annual General Meeting of the Society shall be held not more than three (3) months after the end of the Society's fiscal year, in April, May or June. All members of the Society will be given at least fourteen days notice of the date, time and place of the Annual General Meeting.

3.2 GENERAL MEETINGS

A General Meeting of the Society shall be held at such a time and place, in accordance with the Society Act, as the Executive Board may decide, or when a written request is delivered to the Secretary, signed by not less than 10% of the voting members of the Society. The notice for a General Meeting shall be given at, least fourteen (14) days in advance, in accordance with Article 3.1, and shall include a statement of the purpose of the meeting.

When a Special Resolution is to be presented, a draft of the Special Resolution is to be included with the notice.

3.3 QUORUM

A quorum at a General Meeting is formed by the presence of at least five (5) voting Members. If within one half-hour after the appointed time for the meeting a quorum is not present, the meeting shall be dissolved and stand adjourned to one half-hour later on the same day, or such other time, date and place as the Members present shall determine. At any such adjourned General Meeting, the Officers and whatever number of Members then present shall be a quorum, and may transact the business for which the meeting was originally called.

3.4 APPROVAL OF RESOLUTIONS

Approval of Special Resolutions shall require a 75% majority of the ballots returned. Voting by proxy is not permitted. The election of Members to the Executive Board of the Society and all other resolutions or matters of business shall be approved by a simple majority.

At a meeting - for ordinary resolutions, or for Special Resolutions, or in candidate elections, all Members in good standing in attendance have the right to vote including the Chair of the meeting who, if voting, must vote at the same time as other Members. In the event of an equality of votes for the top-ranking candidates necessitating a run-off election of the continuing tied candidates, further ballots shall be held immediately and continue until a candidate is declared elected.

The Chair of a meeting may propose a motion, or may make a motion, or may second a motion.

In case of a tie vote on a resolution the resolution does not pass.

3.5 VOTING

Voting for Special Resolutions, as defined in the Society Act, and for the election of Members to the Executive Board will be by ballot at a General Meeting or at an Annual General Meeting. When a Special Resolution or a slate of candidates is to be voted on, all Members will be sent drafts of the Special Resolution and the slate of candidates to be elected or confirmed not less than fourteen (14) days prior to the meeting.

Each Individual Member or Dual membership in good standing shall have one (1) vote.

Sponsor membership is a non-voting membership.

Voting on matters other than Special Resolution or the election of Members of the Executive Board at Annual or General Meetings will be by show of hands, unless it is agreed by 25% of members present that the vote will be taken by secret ballot.

In any dispute as to the admission or rejection of a vote the decision of the Chair made in good faith shall be final and conclusive.

3.6 ELECTION OF MEMBERS TO THE EXECUTIVE BOARD

a) At an Annual General Meeting or at a General Meeting of the Society five (3) Members in good standing are to be elected to the Executive Board. Election of a candidate may be by acclamation otherwise it must be by ballot. Voting by ballot must be by a ballot cast personally by the voter at the meeting. Voting by proxy is not permitted. Each Member in good standing in attendance at the meeting is entitled to vote.

Where balloting is necessary, those candidates with the higher number of valid votes shall be declared elected. In the case of an equality of votes necessitating a run-off of the continuing tied candidates further ballots shall be held immediately and continue until candidates are declared elected.

b) The Executive Board is responsible for ensuring there are a sufficient number of nominees for any election. It shall ensure that a Notice of Call for Nomination for the Executive Board is made at least forty-five (45) days prior to the date of the Annual General Meeting or General Meeting at which election is to occur, and that it is distributed to Members. Such notice shall contain information and guidelines with respect to eligibility of candidates, procedures for nomination, the closing date for nomination, the number of positions open, and other information as from time to time is defined by the Nominating Committee and ratified by the Executive Board.

c) The Current Executive shall be charged with the responsibility of ensuring that each nominee fulfills the eligibility requirements for nomination to the Executive Board. These include, but are not necessarily limited to, the following:

- a) the nominee is a Member in good standing of the Society;
- b) the nominee has signified in writing willingness to be a candidate in the election;

4.0 THE EXECUTIVE BOARD

4.1 COMPOSITION OF THE EXECUTIVE BOARD

- a) All persons on the Board shall be Members of the Society in good standing.
- b) The Board shall elect from its members three Officers of the Society - the President, the Treasurer and the Secretary - at as early a date as is reasonably possible.
- c) Those three (3) persons shall have the authority to appoint to the Board up to two (2) additional persons who shall have voting privileges thereon.

4.2 TERMS OF OFFICE OF MEMBERS OF THE EXECUTIVE BOARD

- a) Terms will be for two years from one Annual General Meeting until the second next Annual General Meeting; for appointed members terms will be from the date of appointment until the Annual General Meeting where an election is scheduled for.
- b) In the case of elected members they shall serve until new members have been elected.

4.3 OFFICERS OF THE SOCIETY, TO BE ELECTED BY AND FROM THE MEMBERS OF THE EXECUTIVE BOARD

There shall be three officers. The elections shall be by balloting and/or by acclamation.

- a) President and Chair of the Executive Board
- c) Treasurer
- d) Secretary

4.4 VACATION OF OFFICE OR OTHER MEMBERSHIP ON THE BOARD

The position of Officer or Member of the Executive Board shall be vacated if:

- a) an Officer or Member of the Executive Board ceases to be a Member of the Society;
- b) by notice, in writing, to the Society an Officer or Member of the Executive Board resigns; or,
- c) an Officer or Member of the Executive Board is removed from office, pursuant to By-Law 4.7.

4.5 MEETINGS OF THE EXECUTIVE BOARD

The Executive Board shall meet at least three (3) times annually. One meeting shall be for the preparation of the Annual General Meeting.

A quorum of a meeting of the Executive Board shall be three members of the Board.

Motions considered shall be approved by a simple majority of the Members of the Board present, except when otherwise required by these By-Laws.

Meetings of the Executive Board may be called as required by the Chair.

4.6 POWERS AND DUTIES OF THE EXECUTIVE BOARD

The Executive Board governs the Society by:

- a) determining the level of annual membership fees for members in keeping with the bylaws;
- b) establishing policies for the most effective means for the Society to meet its purposes within the constraints of the Constitution bylaws;
- c) causing to be distributed to all Members, at least twice yearly, a newsletter of information and items of interest to the membership;
- d) appointing an Officer to fill a position vacated prior to the end of the normal term. Under bylaw 4.1 (a). It has power to fill vacancies of appointed Board members.

It is the duty of Officers and other members of the Executive Board to participate with dedication and vigour in the affairs of the Society.

4.7 REMOVAL OF AN OFFICER OR OTHER MEMBER OF THE EXECUTIVE BOARD

An officer or other member of the Executive Board may be removed from the Executive Board if in the unanimous opinion of the remainder of the Board the Officer or other Member of the Executive Board has taken public action considered to be seriously detrimental to the credibility of the Society, or to the ability of the Society to achieve its purposes. Before removal, the Officer or other Member of the Executive Board shall be given the opportunity to appear before the remainder of the Executive Board to defend such actions and state why removal is not warranted.

4.8 REMUNERATION FOR OFFICERS AND OTHER MEMBERS OF THE EXECUTIVE BOARD

No Officer or other Member of the Executive Board shall receive any remuneration for service as an Officer or other Member of the Executive Board of the Society, but may be reimbursed for reasonable expenses incurred on behalf of the Society and approved by the Executive Board.

4.9 DUTIES OF THE OFFICERS

The President and Chair of the Executive Board is the Chief Executive Officer of the Society, and shall preside at all the meetings of the Society and the Executive Board, assign duties to Members of the Board, appoint the Chair of any committee and in consultation with the Chair appoint the members of the Committee (except the Nominating Committee whose members are appointed by the Executive Board), call upon any Member of the Society to assist in the Society's operation, and exercise general supervision of all Society affairs.

The Treasurer shall:

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act and the Income Tax Act of Canada;
- b) maintain account(s) in a chartered bank or other financial institution approved by the Executive Board;
- c) present regular financial reports to the Executive Board; and,
- d) file annual reports and returns, as are required by the Society Act, the Income Tax Act of Canada, and the Society's auditors.

The Secretary shall:

- a) conduct the correspondence of the Society;

- b) issue notices of meetings of the Society and the Executive Board;
- c) keep minutes of all meetings of the Society and the Executive Board;
- d) have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- e) maintain the Register of Members; and,
- f) ensure the administration of the Society complies with the Society Act and good business practice.

5.0 FINANCIAL ADMINISTRATION

5.1 BORROWING

The Society shall not borrow money to achieve its purposes.

5.2 INVESTMENTS

The Society, through the Executive Board, may invest funds as permitted under the Society Act and the Income Tax Act of Canada, as it pertains to non-profit organizations, to support the purposes of the Society.

5.3 FISCAL YEAR

The Society's Fiscal Year shall be the calendar year from April 1 to March 31. At each Annual General Meeting of the Society, the Executive Board shall lay before the Members an audited statement of the income and expenses of the Society in a form meeting the requirements of the Society Act and the Income Tax Act of Canada. The President shall present an Annual Report.

AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Amendments to the Constitution and By-Laws permitted by the Society Act and the Income Tax Act of Canada require a Special Resolution, to be approved by a 75% majority of the votes cast at an Annual General Meeting or an Extraordinary General Meeting of the Society.