

BYLAWS

of the

B.C. WINE APPRECIATION SOCIETY

(As amended 2010)

PART 1

INTERPRETATION

1.1 (a) In these Bylaws, unless the context otherwise requires:

"Directors" means the Directors of the Society for the time being;

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

(b) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2

MEMBERSHIP

- 2.1 No person under the age of 19 years shall be admitted as a member in any of the three types of Membership.
- 2.2 There are three types of Membership at present:
- (a) Individual
 - (b) Corporate
 - (c) Student
- 2.3 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.4 A person may apply to the Directors for membership in the Society, and on acceptance by the Directors, and on payment of such dues as may be required, shall be a member.
- 2.5 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.6 The amount of the annual membership dues shall be determined by the Executive Committee.
- 2.7 A person ceases 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,

(b) on his death or, in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 2 consecutive months.

2.8 (a) A member who is not a member of the Executive Committee, may be expelled by a resolution of the Directors passed at an Executive meeting.

(b) The notice of resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person, who is the subject of the proposed resolution for expulsion, shall be given an opportunity to be heard at the Executive meeting, before the special resolution is put to a vote.

2.9 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 the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

PART 3

MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors or President may, when they think fit, convene an extraordinary general meeting.
- 3.4 (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 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 that meeting.
- 3.5 An annual general meeting shall be held at least once in every calendar year, and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4

PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and

- (b) all business conducted at an annual general meeting, except,
 - (i) the adoption of rules of order;

 - (ii) the consideration of the financial statements;

 - (iii) the report of the Directors;

 - (iv) the report of the auditor, if any;

 - (v) the election of Directors;

 - (vi) the appointment of the auditor, if required; and

 - (vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

- 4.2 (a) No business, other than the election of a chair 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 10% of the members present, or a greater number that the members may determine at a general meeting.
- 4.3 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 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.4 Subject to Bylaw 21, the President of the Society, or, in his absence, one of the other Directors present, shall preside as chair of a general meeting.
- 4.5 If at a general meeting
- (a) there is no President or other Director present within 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 the chair, the members present shall choose one of their number to be the chair,
- 4.6 (a) A general meeting may be adjourned from time to time and from place to place, but business shall not be conducted 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 30 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 conducted at an adjourned general meeting.
- 4.7 (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.8 (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting is by show of hands, unless it is requested and agreed by 25% of the members present that a secret ballot vote take place.
- (c) Voting by proxy is not permitted.
- 4.9 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be considered as a member for all purposes with respect to a meeting of the Society.

PART 5

DIRECTORS AND OFFICERS

- 5.1 (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 or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a 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 a general meeting.
- (b) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2 (a) The President, Secretary and Treasurer are the Directors of the Society.
- (b) The number of Directors shall be 3, or a greater number determined from time to time at a general meeting.
- (c) The Directors will have the authority to appoint 5 or more additional members to the Executive Committee. These members of the Executive Committee will have voting privileges thereon.
- 5.3 (a) A Director or member of the Executive Committee shall be a member in good standing of the Society.

- (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.
- 5.4 (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 for 2 years, from one Annual General Meeting, until the conclusion of the second next annual general meeting of the Society, but is eligible for re-election at that meeting.
- 5.5 (a) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- (b) An act, or proceeding of the Directors, is not invalid merely because there is less than the prescribed number of Directors in office.
- 5.6 The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.7 A Director or member of the Executive Committee shall not be remunerated for being or acting as a Director, but a Director or member of the Executive Committee shall be reimbursed for all expenses necessarily and reasonably incurred, while engaged in the affairs of the Society.
- 5.8 A Director and all members of the Executive Committee shall be required to have successfully completed the Licensee 'Serving It Right' Training Program, in order to serve on the Executive Committee. A new member to the Executive Committee will be required to complete the program within 90 days of election, or cease to be a member of the Executive Committee.

PART 6

PROCEEDINGS OF DIRECTORS

- 6.1 (a) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Executive Committee.
- (c) The President is the chair of all meetings of the Board, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the chair 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.
- 6.2 (a) The Directors may delegate any, but not all, of their powers to committees consisting of members, 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 those powers to the earliest meeting of the Executive Committee, held after the act or thing has been done.
- 6.3 A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the persons present who are members of the committee, shall choose one of their number to be the chair of the meeting.

- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 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 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.
- 6.6 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 is required to 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, if a quorum of the board is present, are valid and effective.
- 6.7 (a) Questions arising at a meeting of the Directors or the Executive Committee and any sub-committee, shall be decided by a majority of votes.
- (b) In the case of a tie vote, the chair does not have a second or casting vote and the proposed resolution does not pass.
- 6.8 A resolution proposed at a meeting of the Executive Committee or any sub-committee need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all the Directors and placed with the minutes of the Executive Committee, is as valid and effective as if regularly passed at a meeting of Directors.

PART 7

DUTIES OF OFFICERS

- 7.1 (a) The President presides 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.
- 7.2 The Secretary shall do the following:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and the Executive Committee;
 - (c) keep minutes of all meetings of the Society and the Executive Committee;
 - (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;
 - (f) maintain the register of members.

7.3 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.

PART 8

SEAL

8.1 The Directors may provide a common seal for the Society, and may destroy a seal and substitute a new seal in its place.

8.2 The common seal shall be affixed only when authorized by a resolution of the Executive Committee, and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

PART 9

BORROWING

9.1 The Society shall not borrow money to achieve its purposes.

PART 10

NOTICES TO MEMBERS

- 10.1 A notice may be given to a member, either personally, or by mail or e-mail to the member at his registered address or e-mail address.
- 10.2 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.
- 10.3 (a) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given, and
- (b) No other person is entitled to receive a notice of a general meeting.

PART 11

BY-LAWS

- 11.1 On being admitted to membership, each member is entitled to, and the Society shall give the member without charge (when requested), a copy of the Constitution and Bylaws of the Society.
- 11.2 These Bylaws shall not be altered or added to except by special resolution.