

# **VANCOUVER AMATEUR WINEMAKERS ASSOCIATION BYLAWS**

The bylaws of the Association are those set and subsequently amended to comply with the Societies Act:

## **Part 1 - Interpretation**

- 1) In these bylaws, unless the context otherwise requires,
  - a) "Association" means Vancouver Amateur Winemakers Association;
  - b) "Bylaws" means these Bylaws as altered from time to time.
  - c) "Directors" means only those individuals who have become directors through election or appointment in accordance with these Bylaws and who have not ceased to be directors; and a "Director" means any one of them;
  - d) "Societies Act" means the Societies Act, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time and includes its regulations;
  - e) "Special Resolution" means a resolution passed at a general meeting of the Association by a majority of not less than 2/3 of the votes cast by those members voting in person.
  - f) "Quorum" means 3 voting members or 10% of the voting members, whichever is greater.
- 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**

- 3) The members of the Association are those individuals who are or become members, in accordance with these Bylaws and have not ceased to be members.
- 4) There shall be three classes of members of the Association: Ordinary members, Family Members and Honourary Life Members.
- 5) A person may apply to the Directors for membership in the Association and on acceptance by the Directors shall be an Ordinary Member. Family Membership shall consist of two persons from the same immediate family and both shall be considered as Ordinary Members.
- 6) Honourary Life Members

- a) Shall be recommended by a three-person committee appointed by the Directors and shall be composed of two Ordinary Members and one Honourary Life Member.
  - b) Shall be persons recommended as such and approved by the Directors in appreciation of services rendered the Association or for any other reason which the Directors shall deem sufficient. They shall be entitled to all the rights and privileges of Ordinary Members.
  - c) Shall be presented with an appropriate scroll at the Association's annual banquet or garden party.
- 7)** Prospective members will be allowed to visit the Association three times but on the third visit will be expected to apply for membership.
- 8)** Every member shall uphold the constitution and comply with the Bylaws.
- 9)** The amount of the annual membership dues shall be determined by the Directors and be incorporated into the Association's budget and presented at the January General Meeting.
- 10)** Honourary Life Members shall not be required to pay any further annual membership dues after their appointment.
- 11)** When a new member joins after the 1st of February, the current year's dues shall be calculated on a prorated (monthly) basis.
- 12)** All dues shall be payable by the 31st of January.
- 13)** A person shall cease to be a member of the Association by
- a) resigning in writing to the Secretary of the Association;
  - b) dying, or in the case of a corporation, on dissolution;
  - c) being expelled; or
  - d) being a member not in good standing for 2 consecutive months.
- 14)** A member may be expelled by a Special Resolution of the members passed at a general meeting.
- 15)** The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 16)** The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
- 17)** All members are in good standing except a member who has failed to pay the required current annual membership fee or any other subscription or debt due and owing to the Association and is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meetings of Members**

- 18) General meetings shall be held once a month from September through June.
- 19) In addition to regularly scheduled general meetings, extraordinary general meetings may be called by the Directors at any time.
- 20) Notice of a general meeting shall specify the place, day and hour of meeting, and in case of special business, the general nature of that business.
- 21) 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.
- 22) The Annual General Meeting shall be the general meeting in November. Notice of this meeting shall be given at least 14 days in advance of the meeting. A copy of the Treasurer's balance sheet for the year to date will accompany the notice of meeting or be distributed at the meeting. Election of Directors shall normally be held at the Annual General Meeting.

### **Part 4 - Proceedings at General Meetings**

- 23) A general meeting must be held at the time and place determined by the Directors.
- 24) At a general meeting, the following business is ordinary business:
  - a) adoption of rules of order;
  - b) consideration of any financial statements of the Association presented to the meeting;
  - c) consideration of the reports, if any, of the Directors;
  - d) business arising out of a report of the Directors not requiring the passing of a Special Resolution.
- 25) Special business is any business other than ordinary business. A notice of a general meeting must state the nature of any special business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.
- 26) 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.
- 27) 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.
- 28) Adjournment of a general meeting

- a) If within 30 minutes from the time for a general meeting a Quorum is not present, the meeting, shall stand adjourned and its agenda shall be merged into the next scheduled general meeting. If, at that subsequent general meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a forum.
  - b) A general meeting may be adjourned from time to time and from place to place and all unfinished business shall be merged into the agenda of the next scheduled general meeting.
  - c) When a meeting is adjourned, notice that the unfinished business of the adjourned meeting shall be included in the notice of the next scheduled general meeting.
- 29)** The President of the Association, the Vice President or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.
- 30)** If at a general meeting
- a) there is no President, Vice 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 chair, the members present shall choose one of their number to be chair.
- 31)** 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 Association for the previous financial year;
    - ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
    - iii) elect directors.
  - g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - h) adjourn the meeting.

- 32) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- 33) In the case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 34) A member in good standing present at a meeting of members is entitled to one vote.
- 35) Voting is by a show of hands unless a majority of members in attendance request a vote by ballot.
- 36) Voting by proxy is not permitted.

#### **Part 5 - Directors**

- 37) Subject to the provisions of the Societies Act and the Constitution and Bylaws of the Association, the Directors shall manage or supervise the management of the affairs of the Association and may exercise any and all of the powers of the Association.
- 38) No rule, made by the Association in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 39) The President, Vice-President, Secretary, Treasurer, Wine Steward, Immediate Past President and three Directors-at-Large shall be the Directors of the Association.
- 40) The number of Directors shall be 9 or a greater number determined from time to time at a general meeting.
- 41) The outgoing Directors shall retire from office December 31 and the Directors elected at the preceding annual general meeting shall assume office on January 1.
- 42) Separate elections shall be held for each office to be filled except for the Immediate Past President who shall automatically be a director.
- 43) An election may be by acclamation, otherwise it shall be by ballot.
- 44) No member shall hold the same office for more than two full terms in successions unless no successor is elected. Serving for part of a term shall, in this regard, not be considered a whole term.
- 45) The Directors will appoint a member as a Director to fill a vacancy in the Directors as expeditiously as possible.
- 46) A Director so appointed holds office only until December 31 of that year, but is eligible for re-election at the preceding annual general meeting

- 47) 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.
- 48) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 49) The members may by Special Resolution remove a director before the expiration of his or her term of office, and may by ordinary resolution elect a successor to complete the term of office.
- 50) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

#### **Part 6 - Proceedings of Directors**

- 51) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 52) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority or the directors then in office.
- 53) The President shall be chair of all meetings of the directors; if the President is unable to attend the meeting the President may delegate the role of the chair to the Vice-President. If neither the President nor the Vice-president are present the directors present may choose one of their number to be chair at that meeting.
- 54) A director may at any time, or the Secretary on the request of a director, shall convene a meeting of the directors.
- 55) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- 56) 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 directors to be held next after it has been done.
- 57) 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, unless the committee chair has given notice of his or her anticipated absence, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 58) The members of a committee may meet and adjourn as they think proper.

- 59) 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 the 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.
- 60) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 61) In case of an equality of votes the chair does not have a second or casting vote.
- 62) No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
- 63) A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### **Part 7 - Duties of Directors**

- 64) The President shall preside at all meetings of the Association and of all directors.
- 65) The President is the chief executive officer of the Association and shall supervise the other directors in the execution of their duties.
- 66) The President shall, on behalf of the directors, report to each meeting on their deliberations.
- 67) Three months prior to the Annual General Meeting, the President, with the approval of the directors shall appoint a Nominating Committee to seek candidates for the various director positions.
- 68) The President shall appoint an Association representative to the British Columbia Amateur Winemakers Association.
- 69) The President shall be an ex-officio member of all committees.
- 70) The Vice President shall carry out the duties of the President during his or her absence.
- 71) The Vice President shall be an ex-officio member of all committees.
- 72) The Secretary shall
  - a) conduct all correspondence of the Association;
  - b) issue notices of the Association and Directors;
  - c) keep minutes of all meetings of the Association and directors;
  - d) have custody of all records and documents of the Association except those required to be kept by the Treasurer;

- e) keep the records of the Association in accordance with the Societies Act.
- f) file the annual report of the Association and make any other filings with the registrar under the Societies Act.

**73) The Treasurer shall**

- a) keep the financial records, including books of account;
- b) render financial statements to the directors, members and others when required. These statements shall be accompanied by a copy of the most recent bank statement(s) from which bank account numbers and other sensitive identifying information may be redacted;
- c) pay out Association's funds
  - i) expenditures of \$500 or less may be paid only on the instruction of the President or a majority of the Directors. The Directors may delegate this authority to the Treasurer;
  - ii) expenditures over \$ 500.00 must be first approved at a general meeting;
  - iii) Selected expenditures (e.g, hall rental, banquet catering charges, garden party expenses) may be "pre-authorized" by appearing in a budget which has been approved by the members at a general meeting;
- d) receive and bank monies collected from the members or other sources;
- e) keep a record of the Association's assets and report annually;
- f) shall ensure that the Association has a minimum balance of \$ 1,000.00 at the end of each year.

**74) In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.**

**Part 9 - Borrowing**

**75) The directors shall not have any authority to borrow money or issue debentures.**

**Part 11 - Notices to Members**

**76) Notice of general meeting**

- a) Notice of the date, time and location of a general meeting must be sent to every member of the Association at least 7 days before the meeting, and not more than 60 days before the meeting. Notice is deemed to have been sent if



- i) notice of the date, time and location of the meeting has been sent to every member of the Association who has provided an email address to the Association, by email to that email address, and
  - ii) notice of the date, time and location of the meeting is posted throughout the period commencing at least 7 days before the meeting on a website that is maintained by or on behalf of the Association and is accessible to all members of the Association.
- b) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
  - c) Notice of a general meeting must include the text of any Special Resolution to be submitted to the meeting.

### **Amendment of Bylaws**

**77)** These bylaws shall not be altered or added to except by Special Resolution.

### **Comments Regarding the VAWA Constitution**

In 1995, the executive of VAWA, lead by then President Gary Armanini, proposed to the membership that VAWA be incorporated under the Society Act of BC. After initially endeavouring to amend our then existing VAWA Constitution to comply with the requirements for incorporation as set out under the Society Act, it was decided that it would be less onerous to adopt Schedule B of the Society Act (which sets out prototype bylaws) with additions, deletions and revisions to bring it in line with the intent of our then existing constitution. The Society Act and its accompanying Schedule B issued in 1979 and in effect in 1995 was used for this process.

The draft constitution was reviewed, discussed, amended and approved for submission to the Registrar of Companies at the VAWA May 17, 1995 general meeting. VAWA was incorporated by the Registrar of Companies August 8, 1995 and given file number S-34046.

In 1999 D. Ainslie merged the Society Act Schedule B and the amendments referenced above that were subsequently submitted and approved. This was done to create a single computerized document of our constitution that could be distributed as required to new members. It can also be retained on directors and members' computers and used by the directors to confirm their duties and responsibilities.

In 2001, the VAWA executive identified several areas in the constitution that warranted amendment. Seven amendments (clauses 14, 26.1, 27.2, 42(e), 43(d), 58, and 59) and one addition (clause 43(g)) were approved by the membership on Nov. 12, 2001 and by the Registrar of Companies of BC on Nov. 20, 2001.

In 2016 the Provincial Government repealed the existing Society Act and replaced it with a new Societies Act. All Societies were required to transition to the new Act by November 2018 and were required to update or replace their Constitution and Bylaws to reflect the requirements of the new Act.

In the fall of 2017 Duncan Ainslie and John McMaster undertook the job of rewriting the VAWA Bylaws. Proposed revisions were verbally reviewed with the members at the October 12, 2017 VAWA meeting and the resulting draft Bylaws were emailed to all members on October 18, 2017 for comment. All comments were reviewed and a final draft of the new Bylaws was emailed to members on Oct. 26, 2017 along with notice of special resolution that the new Bylaws be adopted at the AGM on November 9, 2017.