



This package contains:

Certified copy of the Transition Application



TRANSITION APPLICATION

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: MID-ISLAND CASTAWAYS FLY FISHING CLUB

Incorporation Number: S0036030
Business Number: 80202 0313 BC0001
Filed Date and Time: November 14, 2018 05:20 PM Pacific Time

REGISTERED OFFICE ADDRESS INFORMATION

Delivery Address:

250 ISLAND HIGHWAY EAST
PO BOX 554
PARKSVILLE BC V9P 2G6

Mailing Address:

250 ISLAND HIGHWAY EAST
PO BOX 554
PARKSVILLE BC V9P 2G6

DIRECTOR INFORMATION

Last Name, First Name Middle Name:

ALLEN, JEFF

Delivery Address:

643 YAMBURY RD
QUALICUM BEACH BC V9K 1C5

Last Name, First Name Middle Name:

CARTER, PHILIP

Delivery Address:

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NANOOSE BAY BC V9P 9H1

Last Name, First Name Middle Name:

DRYGEESE, JUDY

Delivery Address:

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ERRINGTON BC V0R 1V0

Last Name, First Name Middle Name:

FISHER, GARRY

Delivery Address:

1775 CAMERON CRES
QUALICUM BEACH BC V9K 2S3

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Last Name, First Name Middle Name:

MCLEAN, AL

Delivery Address:

318 RHEUMER CRES
PARKSVILLE BC V9P 1C8

Last Name, First Name Middle Name:

MOORMAN, WAYNE

Delivery Address:

808 MARINER WAY
PARKSVILLE BC V9P 1S3

Last Name, First Name Middle Name:

MORRISON, BRUCE

Delivery Address:

653 MORRISON AVE
PARKSVILLE BC V9P 9C1

Last Name, First Name Middle Name:

THOMPSON, KEITH

Delivery Address:

3370 ROCKHAMPTON RD
NANOOSE BAY BC V9P 9H5



CONSTITUTION

NAME OF SOCIETY

MID-ISLAND CASTAWAYS FLY FISHING CLUB

SOCIETY'S PURPOSES

- (a) To practice and promote the sport of fishing with artificial flies.
- (b) To practice and promote research, conservation and enhancement of all sport fish in British Columbia.
- (c) To support and encourage the preservation and enhancement of lakes, streams and oceans in British Columbia and access thereto, for the practice of fishing with artificial flies.
- (d) To encourage fellowship, ethics and sportsmanship amongst anglers.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.



TRANSITION APPLICATION

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SOCIETY'S BYLAWS

Our society amended its bylaws on transition.

Special Resolution Date: January 23, 2018

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Keith Thompson, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

BYLAWS
of the
Mid-Island Castaways Fly Fishing Club

Article 1.0 - HEAD OFFICE

The head office of the Society shall be in the Parksville/Qualicum Beach area in the Province of British Columbia at such a place therein as Directors may from time to time determine.

Article 2.0 - SEAL

The Corporate Seal for the Society shall be maintained at the head office of the Society.

Article 3.0 - DEFINITIONS

3.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the Executive Officers and Directors of the Society;

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

3.2 The definitions in the Act apply to these Bylaws.

3.3 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.

Article 4.0 - MEMBERSHIP

4.1 Term

The *Membership Year* shall terminate on the 31st day of December each year.

4.2 Annual Membership Fees

4.2.1 The Board may present to the membership a proposal to establish the annual fees for each membership category for the following calendar year. The proposed fee structure must be presented to the membership for ratification no later than the October General Meeting.

4.2.2 If the Board does not present a proposal to establish revised annual membership fees within the expressed time period, the fees will remain unchanged for the following year.

4.2.3 As soon as practical after the meeting at which the membership ratified the annual membership fee, the Secretary shall inform all paid members of the Society of the fee and advise them that payment is due on or before December 31st in order to maintain membership for the following membership year.

4.4.4 Persons joining the Society for the first time will be subject to a \$10.00, new-member administrative fee.

4.2.5 Persons seeking membership for the first time may be eligible for pro-rated membership fees subject to Board approval.

4.3 Membership Entitlements

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Members shall be entitled to:

- 4.3.1 Receive notice of all meetings and activities of the Society.
- 4.3.2 Participate at meetings and activities of the Society.
- 4.3.3 Receive a copy of the annual financial statements.
- 4.3.4 Stand for election to the Board and to vote at meetings in accordance with their membership category.
- 4.3.5 Such other rights and privileges as may be determined from time to time by the Board or the general membership.
- 4.3.6 Membership entitlements shall be terminated whenever payment of annual membership fees is 60 days in arrears.

4.4 Membership Categories

There are (7) seven membership categories all of which have paid the annual membership fee for the current calendar year.

- 1) "**Regular**" - a singular designation of member that is entitled to vote on all club matters at General, Special General and Annual General Meetings. Regular members may be elected to the Board, receive mailings, notices and invitations as may be issued by the Board and the Club.
- 2) "**Family**" - includes the spouse living at the primary residence of the Regular member and dependent children under the age of 18 living at the primary residence or elsewhere. Voting at meetings will be limited to the Regular member and one (1) other family member being 18 years of age or older. The Regular member only may hold office. There will be only one notification to the address or email address on record of the Regular member. Except for the foregoing, all will be entitled to the rights and benefits of Regular membership.
- 3) "**Junior**" - restricted to persons between the ages of 15 and 18 with conversion to Regular membership following their 18th birthday. They pay reduced fees at a rate approved by the membership annually. Junior members may not vote or hold office but are otherwise entitled to all rights and benefits of Regular membership.
- 4) "**Life**" - restricted to members who receive this designation as an award in recognition of outstanding service or support to the Society over a period of years or on the basis of a significant one-time event. The recipient shall continue to enjoy all the rights and privileges of a Regular member but he/she need no longer pay membership fees.
- 5) "**Associate**" - offered at the discretion of the Board to persons living outside Vancouver Island or otherwise unable to attend meetings. They will pay fees at 50% of the Regular membership rate and shall be entitled to receive mailings, attend meetings but cannot vote at meetings or hold office.
- 6) "**Corporate**" - offered to companies wishing to provide support to the Society or any of its activities or projects. The company may nominate a representative who will be a Regular member with full rights.
- 7) "**Honorary**" - such members of the community who may be appointed by a resolution passed by the members based on a recommendation of the Board. They pay no membership fees and may not vote or hold office but otherwise may enjoy all privileges of Regular membership.

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4.5 Termination of Membership

Membership shall be terminated whenever payment of annual membership fees is 60 days in arrears and if,

4.5.1 An individual resigns.

4.5.2 An individual dies.

4.5.3 An individual is expelled by Special Resolution. (See Appendix 1)

4.6 Reinstatement of Membership

4.6.1 Individuals whose membership terminated due to non-payment of annual membership fees may be reinstated subject to payment of outstanding fees plus payment of a \$10.00 administrative fee.

4.6.2 Individuals expelled may apply for reinstatement no sooner than 12 months after the person was expelled. (See Appendix 1)

4.7 Remuneration of Members

4.7.1 Members will not be paid for services provided to the club.

4.7.2 Society activities conducted for the benefit of members shall whenever possible be carried out by volunteers being club members or non-members or both.

4.7.3 As previously included in the Society's (1996) Constitution under Article 4, the Bylaws shall not be interpreted so as to prohibit refunding reasonable out-of-pocket expenses incurred by Members on authorized activities directly related to the purposes of the club. **This provision was previously unalterable.**

4.7.4 Members must seek pre-approval to submit a claim for reasonable, out-of-pocket expenses and such refund will be at the sole discretion of the Board.

Article 5.0 - ANNUAL GENERAL, SPECIAL GENERAL AND GENERAL MEETINGS

5.1 Notice of Meetings

5.1.1 Notice of time and place of meetings called under Article 5.0 shall be given to each member at least fourteen (14) days prior to the date of the meeting.

5.1.2 No accidental omission in giving notice of any meeting or any adjourned meeting of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat.

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

5.2 Quorum

5.2.1 Quorum for meetings called under Article 5.0 shall be (25) twenty five percent of Society members eligible to vote.

5.2.2 All matters presented to the membership for vote under Article 5.0 must pass by 2/3 of the members eligible to vote being present at the meeting.

5.2.3 If within 30 minutes from the time set for holding a meeting a quorum of voting members is not present, the meeting stands adjourned until the next scheduled meeting 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 meeting is terminated.

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5.2.4 No other business may be transacted at a meeting so terminated due to a lack of quorum.

5.2.5 No business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.3 Annual General Meetings (AGM)

The AGM of the members shall be held before March 1st in each year at a location in the Parksville/Qualicum Beach area as determined by the Board of Directors.

The principle agenda for each AGM shall include but not be limited to:

- a) The Annual Report of the Board of Directors.
- b) The Annual Financial Statement.
- c) The report of the financial reviewers, if any, pursuant to Article 11.0.
- d) The report of the Nominating Committee and the election of the Executive and Directors for the ensuing year.

5.4 Special General Meetings

Special General Meetings of the membership may be called at any time to discuss matters of importance requiring a vote of the membership as described in the Society's Bylaws or the Act. Special General Meetings may also be called related to other matters where the majority of membership support is requested. A Special General Meeting can be called provided that when so called notice shall be given containing a statement of the purpose of the meeting. A General Meeting may occur in conjunction with a Special General Meeting. A Special General Meeting may be called:

- 5.4.1 By Resolution of the Board of Directors.
- 5.4.2 By written request to the President of 5% of the members eligible to vote.
- 5.4.3 For reasons required in these bylaws.

5.5 General Meetings

General Meetings are typically conducted monthly except when suspended upon recommendation of the Board. The agenda of General Meetings will normally, but not always, include updates from the Board about ongoing business, delivery of information or topics of general interest to the members and an opportunity for the Board to seek general direction and feedback from the members. Voting at general meetings will not be about topics of importance requiring a vote of the membership as described in the Society's Bylaws or the Act. A Special General Meeting may occur in conjunction with a General Meeting.

ARTICLE 6.0 - RULES OF PROCEDURE AND VOTING RIGHTS

6.1 Rules of Order at Meetings

All meetings of the Society shall be conducted according to "*Roberts Rules of Order: Simplified and Applied, Second Edition (2001)*" or current edition with the exception of procedures and provisions otherwise explicitly stated in these bylaws.

6.2 Voting Rights

- 6.2.1 Voting rights are granted to members identified in Article 4.0.
- 6.2.2 Eligible voters must be present at any meeting where the vote occurs and upon payment of applicable membership fees for the membership year in which the vote occurs.

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6.3 Voting Procedures

6.3.1 Every question, unless otherwise stated in the bylaws, shall be decided by a show of hands unless a secret ballot is demanded by anyone who is present and entitled to vote.

6.3.2 If a secret ballot is requested pursuant to section 6.3.1, the Chairperson shall direct that a secret ballot be held and shall, at their sole discretion, determine the means by which that is done.

ARTICLE 7.0 - BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

7.1 Composition

The Board of Directors (herein after referred to as the Board) shall be composed of the Executive Officers and four (4) additional Directors as may be elected by the membership. The Executive Officers of the Society are:

- The President
- The Past President
- The Vice President
- The Secretary
- The Treasurer

7.2 Election and Terms of Office

The terms of office shall be one year with the exceptions of the Secretary and the Treasurer for which the terms shall be two years. The President shall hold the position of Past President upon the election of a new President.

7.2.1 The positions of Secretary and Treasurer may be combined but normally the Secretary shall be elected in even-numbered years and the Treasurer shall be elected in odd-numbered years.

7.3 Appointment of Vacant Positions

Vacancies occurring prior to the expiration of the term of office may be filled for the remainder of such term prescribed in Articles 7.0 and 9.0 or in the following manner:

7.3.1 by a current member of the Board so appointed by the Board for Executive positions.

7.3.2 by election of an eligible member of the Society through Special Resolution for any position not covered under Article 9.0.

7.4 Removal of a director from the Board

A Board member may be removed from office when:

- 7.4.1 An individual resigns.
- 7.4.2 An individual dies.
- 7.4.3 Otherwise identified in Appendix 2.

7.5 Board Meeting Quorum

Quorum for the transaction of business at Board meetings shall be (5) five. Whereas a Board consists of fewer than (5) five elected members, all decisions of the Board require approval of the membership.

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7.6 Board Meetings and Notice

7.6.1 The Board shall meet a minimum a six (6) times between concurrent Annual General Meetings.

7.6.2 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meetings and no notice need be sent of any meeting of the Board of Directors necessary if all members of the Board are present when the meeting is called or if those absent have signified their consent to the meeting.

7.6.3 A Board meeting may be called by any Officer in response to a request or direction in writing supported by a majority of the Board. Notice of such meetings may be hand-delivered, telephoned or sent electronically not less than two (2) days before the meeting is to take place or may be mailed not less than seven (7) days before the meeting is to take place.

7.6.4 No accidental omission in giving notice for a Board meeting shall invalidate the meeting or make void any decisions taken at the meeting.

7.6.5 The Board may conduct a meeting regarding urgent matters that cannot wait until the next scheduled Board meeting using telephone or video conferencing services provided quorum requirements are followed and the minutes of the meeting are recorded. Voting on any resolution may occur at such meetings or may be conducted by email with the Secretary receiving and recording the results.

7.6.6 All Directors present at any meeting or voting on any matter must, in accordance with the Act, declare any real or perceived conflict of interest and take steps to separate themselves from the discussion and/or vote in accordance with the Act.

ARTICLE 8.0 - POWERS OF THE BOARD OF DIRECTORS

8.1 Administration of the Affairs of the Society

The Board shall be a working Board and administer the affairs of the Society in all things including the establishment of policies, execution of lawful contracts and the exercise of all such powers as the Society by its Constitution and Bylaws or is otherwise authorized to do.

8.2 Representing the Society in the Community

8.21 Board members shall collectively and individually:

- conduct themselves in a manner that reflects positively on the Society,
- promote the interests and well-being of the Society and,
- maintain an active interest in the affairs of the Society and,
- attend its activities whenever possible and,
- be familiar with its programs and resources.

8.22 The official spokesperson for the Society is subject to Article 9.0.

8.3 Acquisition, Investment and Disposal of Assets

8.3.1 As previously included in the Society's (1996) Constitution under Article 3, the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. **This provision was previously unalterable.**

8.3.2 The Board may purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of any asset or any right or interest therein owned by the Society subject only to the provisions in Article 8.0.

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8.3.3 Notwithstanding the foregoing and except for funds either deposited in or transferred between any of the Society's bank chequing or interest-bearing savings accounts, any contemplated acquisition, investment or disposal in an amount or value greater than \$750.00 not previously identified in an annual budget approved by the Membership shall require a vote by the membership.

8.3.4 The Board may by resolution recommend to the membership the liquidation of all, or substantially all, of the assets of the Society as part of the winding up or dissolution of the Society.

8.3.5 As previously included in the Society's (1996) Constitution under Article 5, in the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the same purposes as the Society, as may be determined by the Members of the Society at the time of its winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given to some other organization or organizations provided that such organizations shall be charitable organizations, charitable corporations or charitable trusts recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. **This provision was previously unalterable.**

8.3.6 In addition to the above, the transfer of funds and or assets shall be done so in accordance the Societies Act (BC) and its regulations.

8.4 Borrowing Funds

The Board may, upon the approval of the membership by Special Resolution, borrow monies for the better conduct of the business of the Society on such terms as the Treasurer may advise are appropriate and for that purpose the Society may pledge any or all of its assets to secure such loan subject to the Act.

8.5 Establishment and Composition of Committees

8.5.1 The Board, at its sole discretion, may establish Ad Hoc Committees and name members to said committees the purposes of which is to coordinate, lead or support special projects and matters of general benefit and enjoyment to the Society. Ad Hoc Committees may be terminated at the sole discretion of the Board.

8.5.2 The Board shall present to the membership Special Resolutions seeking approval to establish Standing Committees identified in Appendix 3. The purpose of Standing Committees is to coordinate, lead or support functions critical to the year-after-year delivery of Society business and the advancement of the Society's Constitution. The Board may, at its sole discretion, name any member of the Society to such committees. The Board must seek membership approval to terminate Standing Committees.

8.6 Delegation of Powers

Not withstanding any provisions to the contrary contained in the Bylaws of the Society, the Board may at any time, by Board resolution, direct non-society members to execute the Society's obligations through contract or other means.

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ARTICLE 9.0 - DUTIES OF THE BOARD OF DIRECTORS

9.1 President

The President shall:

- 9.1.1 Chair all meetings of the members of the Society, the Board and the Executive.
- 9.1.2 Provide direct supervision of the Board.
- 9.1.3 Act as the official spokesperson for the Society, except as delegated by the Board for specific time periods or specific issues.
- 9.1.4 Together with the Past-President, coordinate a comprehensive orientation for new Board members.
- 9.1.5 Serve as the signing authority for all contracts entered into by the Society and as a designated signing authority for all payments made by the Society.
- 9.1.6 Serve as an *ex officio* member of all committees established by the Board.

9.2 Vice President

The Vice President shall:

- 9.2.1 Assume the responsibilities of the President in the President's absence or inability to act.
- 9.2.2 Undertake responsibilities specifically delegated by the President or otherwise contained in the bylaws.
- 9.2.3 Serve as a designated signing authority for all payments made by the Society.
- 9.2.4 Act as the chair of the Nominating Committee (see Appendix 3) and co-chair that portion of the Annual General Meeting associated with the election of the Board.

9.3 Past President

The Past President shall in addition to the duties of a Director:

- 9.3.1 Assist the President with orientation of new Board members.
- 9.3.2 Assume the responsibilities of the President when the President and Vice-President are absent or unable to act.

9.4 Secretary

The Secretary shall:

- 9.4.1 Record and distribute in a timely manner minutes of all meetings of the Board and the Executive Officers, if any.
 - 9.4.1.1 If the Secretary is absent from any meeting, the President shall appoint a Secretary *pro tem* for the purpose of recording and distributing the minutes.
- 9.4.2 Ensure the maintenance of a complete and up to date list of members.
- 9.4.3 Ensure all notices required by these bylaws are given.
- 9.4.4 Ensure the proper custody of the Seal of the Society.
- 9.4.5 Ensure the proper filing and/or storage of all formal Society documents including the bylaws, contracts, correspondence and records.

9.5 Treasurer

The Treasurer shall:

- 9.5.1 Assume primary responsibility on behalf of the Board for the financial management of the Society.

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9.5.2 Serve as the Chair of the Finance Committee and together with the Finance Committee, prepare the annual operational and capital budgets for the approval of the Board at its January meeting.

9.5.3 Ensure preparation for payment of all budgeted and approved expenditures.

9.5.4 Serve as a designated signing authority for all payments made by the Society.

9.5.5 Ensure a full, accurate and current account of all receipts and disbursements is kept.

9.5.6 Submit monthly financial reports to the Board in the format approved by the Board.

9.5.7 Ensure that all monies belonging to the Society are deposited in the name of and to the credit of the Society in such bank or financial institution as may be designated by the Board.

9.5.8 Advise the Secretary respecting membership fees received.

9.5.9 Prepare the annual financial report for review and approval by the Board.

9.5.10 Act as the chair of the Finance Committee (see Appendix 3.)

9.6 Director

The Director(s) shall:

9.6.1 Act as a Director at large.

9.6.2 Act as the chair of standing committees and/or ad hoc committees as assigned by the Board.

9.6.3 Undertake responsibilities specifically assigned by the Board.

ARTICLE 10.0 - DOCUMENTS REQUIRING THE SEAL OF THE SOCIETY

Any resolution, deed, transfer, license, contract or other document requiring the seal of the Society shall be authorized by resolution of the Board of Directors and signed by any two of the President, Vice President, Treasurer or Secretary.

ARTICLE 11.0 - FINANCIAL MANAGEMENT

11.1 Signing Authority

All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by two of the following: President, Vice President, Treasurer, Secretary or other Director designated from time to time by resolution of the Board.

11.2 Any one of the officers or designate pursuant to section (11.1) may also endorse notes and drafts for collection on account of the Society through its bankers and endorse notes and cheques for deposit with the Society's bankers for credit of the Society.

11.3 Financial Year

The financial year of the Society shall terminate on the 31st day of December in each year.

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11.4 Financial Review

The Board may appoint annually a qualified individual(s) to conduct a financial review. The financial reviewer(s), if appointed, shall examine the accounts of the Society in accordance with generally accepted standards and in their report shall state whether in their opinion the financial statements are properly drawn up so as to present fairly the financial position of the Society and the results of its operations.

12.0 INDEMNIFICATION FOR DIRECTORS

Subject to the Act, the Society shall hold harmless the Board, both collectively and individually, from all liability, costs, charges and expenses sustained or incurred by him/her in the execution or professed execution of his/her duties of office and shall provide him/her with all necessary legal and defence services in relation to any claim made against him/her alleging such liability on his/her part and the Society shall maintain insurance in a reasonable sum for such liabilities.

13.0 NOTICE

Whenever, under provisions of this or any other by-law, notice is required to be given, such notice may be given, either personally, by email, facsimile, or by depositing same in the Post Office or public letter box in a prepaid, sealed wrapper addressed to the Director, Officer or Member at his/her last known address. A notice or other document so sent by post shall be deemed to be given three days after the same was deposited in a Post Office or public letter box, or if electronically posted, shall be deemed to be given one day after the same was sent by normal electronic means.

14.0 REPEAL AND AMENDMENT

Subject to Articles (4) four and (5) five, these bylaws may be amended by Special Resolution approved by a vote of Members.

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APPENDIX 1

PROCEDURES FOR THE EXPULSION AND REINSTATEMENT OF MEMBERS

EXPULSION

The expulsion of a member is a serious undertaking. The reasons for considering the expulsion of a member may include but are not limited to:

- Conviction under the Federal Fisheries Act
- Conviction under the BC Wildlife Act
- Conduct which itself is contrary to the purposes of the Society and would bring discredit to the Society and its reputation.

The Board shall, upon becoming aware of factors whereby misconduct is alleged to have occurred, undertake steps to verify the facts related to the matter.

The member who is the subject of an assessment of alleged misconduct shall be given an opportunity to be heard and/or be represented before the Board during any assessment.

After considering available facts the Board may recommend to the membership by Special Resolution the expulsion of a member. The vote shall be conducted by secret ballot only and the member in question will not vote. General requirements under Article 5.0 apply.

The Member subject to the resolution shall be given an opportunity to be heard and/or be represented before the membership before a vote on the relevant Special Resolution occurs.

Membership fees or any pro-rated portion thereof will not be refunded if a member is expelled. Any member expelled cannot later become a member of the Society unless reinstated in accordance with these bylaws.

REINSTATEMENT

Persons expelled may apply in writing to be reinstated after a period not less than 12 months. The Board shall consider all applications for reinstatement and may recommend to the membership a Special Resolution to reinstate the person.

Persons expelled may be reinstated upon the approval of a Special Resolution on the matter. The vote shall be conducted by secret ballot only. The person who is the subject of the resolution shall not vote.

The full amount of annual membership fees must be paid before the person will be considered to be a member of the Society. Administrative fees do not apply.

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APPENDIX 2

PROCEDURES FOR THE REMOVAL OF A BOARD MEMBER FROM THE BOARD OF DIRECTORS

The removal of a Board member is a serious undertaking. A Board member may resign or may be removed from the Board but will retain all rights and privileges as a member of the Society subject to the Constitution and Bylaws of the Society.

Board members shall collectively and individually:

- conduct themselves in a manner that reflects positively on the Society,
- promote the interests and well being of the Society and,
- maintain an active interest in the affairs of the Society and,
- attend its activities whenever possible and,
- be familiar with its programs and resources.

A Board member may be removed by a majority vote of members, subject to Article 5.0 (excluding the member in question). The vote shall be conducted by secret ballot only.

Any Special Resolution for the removal a Board member must be preceded by a performance review and recommendation of the Vice-President. If the Vice-President is the subject of the review, the review will be conducted by the President or their delegate.

In all cases, the Board member subject to the resolution shall be given an opportunity to be heard and/or be represented before the membership before a vote on the relevant Special Resolution occurs.

There are no provisions for reinstatement. A Board member removed may stand for re-election.

The reasons for considering the removal of a Board member may include but are not limited to:

- Non-performance of duties.
- Absenteeism at Board meetings.
- Lack of confidence of the Membership.
- Serious misconduct.

NON-PERFORMANCE

If a Board member is unable to perform assigned duties in a timely manner, they shall give notice as soon as practical to the President. Failure to provide notice and/or repeated failure to perform in a timely manner may be cause for a performance review.

REGULAR ATTENDANCE

If a Board member is unable to attend a Board meeting they shall give notice as soon as practical to any member of the Executive. If a Board member misses three (3) consecutive meetings or a total of four (4) meetings in a given year, their absentee record may be cause for a performance review.

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NON-CONFIDENCE

Subject to section Article 5.0, the general membership may request the removal of a Board member for reasons demonstrating a lack of confidence in the execution of their duties. If the Board member in question is the President, the notice, under Article 5.0 can be delivered to any member of the Executive.

The Board may request the removal of a Board member for reasons demonstrating a lack of confidence in the execution of their duties.

MISCONDUCT

A Board Member may be removed under circumstances whereby the member has been proven to have behaved illegally in the execution of their duties or intentionally disregarded the purposes of the Society and/or their own duties to represent the Society.

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APPENDIX 3

STANDING COMMITTEES

The purpose of Standing Committees is to coordinate, lead or support functions critical to the year-after-year delivery of Society business and the advancement of the Society's Constitution. The Standing Committees established are:

- The Education Committee.
- The Finance Committee.
- The Nominating Committee.

EDUCATION COMMITTEE

The Education Committee shall be composed of one member of the Board who chairs or co-chairs the committee and other members of the Society. The purpose of the Education Committee is to provide opportunities for club members and members of the community to learn about fly fishing.

The Education Committee shall:

- 1) Develop and refine as required education programs that meet the needs of fly fishers across a broad spectrum of skills levels and interests.
- 2) Seek input from club members regarding new and/or desired education opportunities.
- 3) Seek input from club members for improving program delivery.
- 4) Prepare for review by the Finance Committee a proposed annual budget for education programs delivery. The Finance Committee shall consider the proposal in the preparation of the annual budget for the Society as a whole.

FINANCE COMMITTEE

The Finance Committee shall be composed of the Treasurer, who chairs the committee, and the President and Vice-President and one other Member of the Society at the discretion of the President. The purpose of the Finance Committee is to oversee the collection of funds, investment of funds and expenditure of same on behalf of the Board.

The Finance Committee will:

- 1) Prepare an annual budget for review by the Board and subsequent approval of the membership.
- 2) Throughout the year monitor spending to determine whether expenditures are compliant with the budget.
- 3) Recommend potential adjustments to budget allotments.
- 4) Complete an orderly transition of financial management from one elected Board to another including:
 - a. Transferring all financial records to a newly elected Treasurer.
 - b. Ensuring the timely change of authorized signatories when required.
 - c. Supporting a newly elected Board with background information regarding financial decisions of the previous Board.

Mid-island Castaways Bylaws-Approved January 16, 2018

NOMINATING COMMITTEE

The Nominating Committee shall be composed of the Vice-President, who chairs the committee, and one other Board Member who is not a member of the Executive and one additional member who may or may not be a member of the Board. The purpose of the Nomination Committee is to endeavor to seek candidates from within the Society to hold positions of office or positions on committees.

The Nominating Committee shall:

- 1) Throughout the year, develop and maintain a list of potential directors to ensure the availability of candidates for all vacant positions.
- 2) Inform the membership of known, potential candidates two (2) weeks prior to the Annual General Meeting.
- 3) Submit to the AGM a slate of confirmed candidates.
- 4) Seek potential candidates for appointment by the Board to fill any vacancy on the Board after a vacancy occurs.
- 5) As directed by the Board, make recommendations to the Board respecting other appointments such as non-Director committee members and Honorary Members.



This package contains:

- Certified copy of the Constitution
- Certified copy of the Bylaws
- Certified copy of the Statement of Directors and Registered Office



CONSTITUTION

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: MID-ISLAND CASTAWAYS FLY FISHING CLUB

Incorporation Number: S0036030

Business Number: 80202 0313 BC0001

Filed Date and Time: November 14, 2018 05:20 PM Pacific Time

The name of the Society is MID-ISLAND CASTAWAYS FLY FISHING CLUB

The purposes of the Society are:

- (a) To practice and promote the sport of fishing with artificial flies.
- (b) To practice and promote research, conservation and enhancement of all sport fish in British Columbia.
- (c) To support and encourage the preservation and enhancement of lakes, streams and oceans in British Columbia and access thereto, for the practice of fishing with artificial flies.
- (d) To encourage fellowship, ethics and sportsmanship amongst anglers.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.




CAROL PREST

BYLAWS of the Mid-Island Castaways Fly Fishing Club

Article 1.0 - HEAD OFFICE

The head office of the Society shall be in the Parksville/Qualicum Beach area in the Province of British Columbia at such a place therein as Directors may from time to time determine.

Article 2.0 - SEAL

The Corporate Seal for the Society shall be maintained at the head office of the Society.

Article 3.0 - DEFINITIONS

3.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the Executive Officers and Directors of the Society;

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

3.2 The definitions in the Act apply to these Bylaws.

3.3 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.

Article 4.0 - MEMBERSHIP

4.1 Term

The *Membership Year* shall terminate on the 31st day of December each year.

4.2 Annual Membership Fees

4.2.1 The Board may present to the membership a proposal to establish the annual fees for each membership category for the following calendar year. The proposed fee structure must be presented to the membership for ratification no later than the October General Meeting.

4.2.2 If the Board does not present a proposal to establish revised annual membership fees within the expressed time period, the fees will remain unchanged for the following year.

4.2.3 As soon as practical after the meeting at which the membership ratified the annual membership fee, the Secretary shall inform all paid members of the Society of the fee and advise them that payment is due on or before December 31st in order to maintain membership for the following membership year.

4.4.4 Persons joining the Society for the first time will be subject to a \$10.00, new-member administrative fee.

4.2.5 Persons seeking membership for the first time may be eligible for pro-rated membership fees subject to Board approval.

4.3 Membership Entitlements

Members shall be entitled to:

- 4.3.1 Receive notice of all meetings and activities of the Society.
- 4.3.2 Participate at meetings and activities of the Society.
- 4.3.3 Receive a copy of the annual financial statements.
- 4.3.4 Stand for election to the Board and to vote at meetings in accordance with their membership category.
- 4.3.5 Such other rights and privileges as may be determined from time to time by the Board or the general membership.
- 4.3.6 Membership entitlements shall be terminated whenever payment of annual membership fees is 60 days in arrears.

4.4 Membership Categories

There are (7) seven membership categories all of which have paid the annual membership fee for the current calendar year.

- 1) "**Regular**" - a singular designation of member that is entitled to vote on all club matters at General, Special General and Annual General Meetings. Regular members may be elected to the Board, receive mailings, notices and invitations as may be issued by the Board and the Club.
- 2) "**Family**" - includes the spouse living at the primary residence of the Regular member and dependent children under the age of 18 living at the primary residence or elsewhere. Voting at meetings will be limited to the Regular member and one (1) other family member being 18 years of age or older. The Regular member only may hold office. There will be only one notification to the address or email address on record of the Regular member. Except for the foregoing, all will be entitled to the rights and benefits of Regular membership.
- 3) "**Junior**" - restricted to persons between the ages of 15 and 18 with conversion to Regular membership following their 18th birthday. They pay reduced fees at a rate approved by the membership annually. Junior members may not vote or hold office but are otherwise entitled to all rights and benefits of Regular membership.
- 4) "**Life**" - restricted to members who receive this designation as an award in recognition of outstanding service or support to the Society over a period of years or on the basis of a significant one-time event. The recipient shall continue to enjoy all the rights and privileges of a Regular member but he/she need no longer pay membership fees.
- 5) "**Associate**" - offered at the discretion of the Board to persons living outside Vancouver Island or otherwise unable to attend meetings. They will pay fees at 50% of the Regular membership rate and shall be entitled to receive mailings, attend meetings but cannot vote at meetings or hold office.
- 6) "**Corporate**" - offered to companies wishing to provide support to the Society or any of its activities or projects. The company may nominate a representative who will be a Regular member with full rights.
- 7) "**Honorary**" - such members of the community who may be appointed by a resolution passed by the members based on a recommendation of the Board. They pay no membership fees and may not vote or hold office but otherwise may enjoy all privileges of Regular membership.

4.5 Termination of Membership

Membership shall be terminated whenever payment of annual membership fees is 60 days in arrears and if,

4.5.1 An individual resigns.

4.5.2 An individual dies.

4.5.3 An individual is expelled by Special Resolution. (See Appendix 1)

4.6 Reinstatement of Membership

4.6.1 Individuals whose membership terminated due to non-payment of annual membership fees may be reinstated subject to payment of outstanding fees plus payment of a \$10.00 administrative fee.

4.6.2 Individuals expelled may apply for reinstatement no sooner than 12 months after the person was expelled. (See Appendix 1)

4.7 Remuneration of Members

4.7.1 Members will not be paid for services provided to the club.

4.7.2 Society activities conducted for the benefit of members shall whenever possible be carried out by volunteers being club members or non-members or both.

4.7.3 As previously included in the Society's (1996) Constitution under Article 4, the Bylaws shall not be interpreted so as to prohibit refunding reasonable out-of-pocket expenses incurred by Members on authorized activities directly related to the purposes of the club. **This provision was previously unalterable.**

4.7.4 Members must seek pre-approval to submit a claim for reasonable, out-of-pocket expenses and such refund will be at the sole discretion of the Board.

Article 5.0 - ANNUAL GENERAL, SPECIAL GENERAL AND GENERAL MEETINGS

5.1 Notice of Meetings

5.1.1 Notice of time and place of meetings called under Article 5.0 shall be given to each member at least fourteen (14) days prior to the date of the meeting.

5.1.2 No accidental omission in giving notice of any meeting or any adjourned meeting of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat.

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

5.2 Quorum

5.2.1 Quorum for meetings called under Article 5.0 shall be (25) twenty five percent of Society members eligible to vote.

5.2.2 All matters presented to the membership for vote under Article 5.0 must pass by 2/3 of the members eligible to vote being present at the meeting.

5.2.3 If within 30 minutes from the time set for holding a meeting a quorum of voting members is not present, the meeting stands adjourned until the next scheduled meeting 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 meeting is terminated.

5.2.4 No other business may be transacted at a meeting so terminated due to a lack of quorum.

5.2.5 No business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.3 Annual General Meetings (AGM)

The AGM of the members shall be held before March 1st in each year at a location in the Parksville/Qualicum Beach area as determined by the Board of Directors.

The principle agenda for each AGM shall include but not be limited to:

- a) The Annual Report of the Board of Directors.
- b) The Annual Financial Statement.
- c) The report of the financial reviewers, if any, pursuant to Article 11.0.
- d) The report of the Nominating Committee and the election of the Executive and Directors for the ensuing year.

5.4 Special General Meetings

Special General Meetings of the membership may be called at any time to discuss matters of importance requiring a vote of the membership as described in the Society's Bylaws or the Act. Special General Meetings may also be called related to other matters where the majority of membership support is requested. A Special General Meeting can be called provided that when so called notice shall be given containing a statement of the purpose of the meeting. A General Meeting may occur in conjunction with a Special General Meeting. A Special General Meeting may be called:

5.4.1 By Resolution of the Board of Directors.

5.4.2 By written request to the President of 5% of the members eligible to vote.

5.4.3 For reasons required in these bylaws.

5.5 General Meetings

General Meetings are typically conducted monthly except when suspended upon recommendation of the Board. The agenda of General Meetings will normally, but not always, include updates from the Board about ongoing business, delivery of information or topics of general interest to the members and an opportunity for the Board to seek general direction and feedback from the members. Voting at general meetings will not be about topics of importance requiring a vote of the membership as described in the Society's Bylaws or the Act. A Special General Meeting may occur in conjunction with a General Meeting.

ARTICLE 6.0 - RULES OF PROCEDURE AND VOTING RIGHTS

6.1 Rules of Order at Meetings

All meetings of the Society shall be conducted according to "*Roberts Rules of Order: Simplified and Applied, Second Edition (2001)*" or current edition with the exception of procedures and provisions otherwise explicitly stated in these bylaws.

6.2 Voting Rights

6.2.1 Voting rights are granted to members identified in Article 4.0.

6.2.2 Eligible voters must be present at any meeting where the vote occurs and upon payment of applicable membership fees for the membership year in which the vote occurs.

6.3 Voting Procedures

6.3.1 Every question, unless otherwise stated in the bylaws, shall be decided by a show of hands unless a secret ballot is demanded by anyone who is present and entitled to vote.

6.3.2 If a secret ballot is requested pursuant to section 6.3.1, the Chairperson shall direct that a secret ballot be held and shall, at their sole discretion, determine the means by which that is done.

ARTICLE 7.0 - BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

7.1 Composition

The Board of Directors (herein after referred to as the Board) shall be composed of the Executive Officers and four (4) additional Directors as may be elected by the membership. The Executive Officers of the Society are:

- The President
- The Past President
- The Vice President
- The Secretary
- The Treasurer

7.2 Election and Terms of Office

The terms of office shall be one year with the exceptions of the Secretary and the Treasurer for which the terms shall be two years. The President shall hold the position of Past President upon the election of a new President.

7.2.1 The positions of Secretary and Treasurer may be combined but normally the Secretary shall be elected in even-numbered years and the Treasurer shall be elected in odd-numbered years.

7.3 Appointment of Vacant Positions

Vacancies occurring prior to the expiration of the term of office may be filled for the remainder of such term prescribed in Articles 7.0 and 9.0 or in the following manner:

7.3.1 by a current member of the Board so appointed by the Board for Executive positions.

7.3.2 by election of an eligible member of the Society through Special Resolution for any position not covered under Article 9.0.

7.4 Removal of a director from the Board

A Board member may be removed from office when:

- 7.4.1 An individual resigns.
- 7.4.2 An individual dies.
- 7.4.3 Otherwise identified in Appendix 2.

7.5 Board Meeting Quorum

Quorum for the transaction of business at Board meetings shall be (5) five. Whereas a Board consists of fewer than (5) five elected members, all decisions of the Board require approval of the membership.

7.6 Board Meetings and Notice

7.6.1 The Board shall meet a minimum a six (6) times between concurrent Annual General Meetings.

7.6.2 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meetings and no notice need be sent of any meeting of the Board of Directors necessary if all members of the Board are present when the meeting is called or if those absent have signified their consent to the meeting.

7.6.3 A Board meeting may be called by any Officer in response to a request or direction in writing supported by a majority of the Board. Notice of such meetings may be hand-delivered, telephoned or sent electronically not less than two (2) days before the meeting is to take place or may be mailed not less than seven (7) days before the meeting is to take place.

7.6.4 No accidental omission in giving notice for a Board meeting shall invalidate the meeting or make void any decisions taken at the meeting.

7.6.5 The Board may conduct a meeting regarding urgent matters that cannot wait until the next scheduled Board meeting using telephone or video conferencing services provided quorum requirements are followed and the minutes of the meeting are recorded. Voting on any resolution may occur at such meetings or may be conducted by email with the Secretary receiving and recording the results.

7.6.6 All Directors present at any meeting or voting on any matter must, in accordance with the Act, declare any real or perceived conflict of interest and take steps to separate themselves from the discussion and/or vote in accordance with the Act.

ARTICLE 8.0 - POWERS OF THE BOARD OF DIRECTORS

8.1 Administration of the Affairs of the Society

The Board shall be a working Board and administer the affairs of the Society in all things including the establishment of policies, execution of lawful contracts and the exercise of all such powers as the Society by its Constitution and Bylaws or is otherwise authorized to do.

8.2 Representing the Society in the Community

8.21 Board members shall collectively and individually:

- conduct themselves in a manner that reflects positively on the Society,
- promote the interests and well-being of the Society and,
- maintain an active interest in the affairs of the Society and,
- attend its activities whenever possible and,
- be familiar with its programs and resources.

8.22 The official spokesperson for the Society is subject to Article 9.0.

8.3 Acquisition, Investment and Disposal of Assets

8.3.1 As previously included in the Society's (1996) Constitution under Article 3, the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. **This provision was previously unalterable.**

8.3.2 The Board may purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of any asset or any right or interest therein owned by the Society subject only to the provisions in Article 8.0.

8.3.3 Notwithstanding the foregoing and except for funds either deposited in or transferred between any of the Society's bank chequing or interest-bearing savings accounts, any contemplated acquisition, investment or disposal in an amount or value greater than \$750.00 not previously identified in an annual budget approved by the Membership shall require a vote by the membership.

8.3.4 The Board may by resolution recommend to the membership the liquidation of all, or substantially all, of the assets of the Society as part of the winding up or dissolution of the Society.

8.3.5 As previously included in the Society's (1996) Constitution under Article 5, in the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the same purposes as the Society, as may be determined by the Members of the Society at the time of its winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given to some other organization or organizations provided that such organizations shall be charitable organizations, charitable corporations or charitable trusts recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. **This provision was previously unalterable.**

8.3.6 In addition to the above, the transfer of funds and or assets shall be done so in accordance the Societies Act (BC) and its regulations.

8.4 Borrowing Funds

The Board may, upon the approval of the membership by Special Resolution, borrow monies for the better conduct of the business of the Society on such terms as the Treasurer may advise are appropriate and for that purpose the Society may pledge any or all of its assets to secure such loan subject to the Act.

8.5 Establishment and Composition of Committees

8.5.1 The Board, at its sole discretion, may establish Ad Hoc Committees and name members to said committees the purposes of which is to coordinate, lead or support special projects and matters of general benefit and enjoyment to the Society. Ad Hoc Committees may be terminated at the sole discretion of the Board.

8.5.2 The Board shall present to the membership Special Resolutions seeking approval to establish Standing Committees identified in Appendix 3. The purpose of Standing Committees is to coordinate, lead or support functions critical to the year-after-year delivery of Society business and the advancement of the Society's Constitution. The Board may, at its sole discretion, name any member of the Society to such committees. The Board must seek membership approval to terminate Standing Committees.

8.6 Delegation of Powers

Notwithstanding any provisions to the contrary contained in the Bylaws of the Society, the Board may at any time, by Board resolution, direct non-society members to execute the Society's obligations through contract or other means.

ARTICLE 9.0 - DUTIES OF THE BOARD OF DIRECTORS

9.1 President

The President shall:

- 9.1.1 Chair all meetings of the members of the Society, the Board and the Executive.
- 9.1.2 Provide direct supervision of the Board.
- 9.1.3 Act as the official spokesperson for the Society, except as delegated by the Board for specific time periods or specific issues.
- 9.1.4 Together with the Past-President, coordinate a comprehensive orientation for new Board members.
- 9.1.5 Serve as the signing authority for all contracts entered into by the Society and as a designated signing authority for all payments made by the Society.
- 9.1.6 Serve as an *ex officio* member of all committees established by the Board.

9.2 Vice President

The Vice President shall:

- 9.2.1 Assume the responsibilities of the President in the President's absence or inability to act.
- 9.2.2 Undertake responsibilities specifically delegated by the President or otherwise contained in the bylaws.
- 9.2.3 Serve as a designated signing authority for all payments made by the Society.
- 9.2.4 Act as the chair of the Nominating Committee (see Appendix 3) and co-chair that portion of the Annual General Meeting associated with the election of the Board.

9.3 Past President

The Past President shall in addition to the duties of a Director:

- 9.3.1 Assist the President with orientation of new Board members.
- 9.3.2 Assume the responsibilities of the President when the President and Vice-President are absent or unable to act.

9.4 Secretary

The Secretary shall:

- 9.4.1 Record and distribute in a timely manner minutes of all meetings of the Board and the Executive Officers, if any.
 - 9.4.1.1 If the Secretary is absent from any meeting, the President shall appoint a Secretary *pro tem* for the purpose of recording and distributing the minutes.
- 9.4.2 Ensure the maintenance of a complete and up to date list of members.
- 9.4.3 Ensure all notices required by these bylaws are given.
- 9.4.4 Ensure the proper custody of the Seal of the Society.
- 9.4.5 Ensure the proper filing and/or storage of all formal Society documents including the bylaws, contracts, correspondence and records.

9.5 Treasurer

The Treasurer shall:

- 9.5.1 Assume primary responsibility on behalf of the Board for the financial management of the Society.

9.5.2 Serve as the Chair of the Finance Committee and together with the Finance Committee, prepare the annual operational and capital budgets for the approval of the Board at its January meeting.

9.5.3 Ensure preparation for payment of all budgeted and approved expenditures.

9.5.4 Serve as a designated signing authority for all payments made by the Society.

9.5.5 Ensure a full, accurate and current account of all receipts and disbursements is kept.

9.5.6 Submit monthly financial reports to the Board in the format approved by the Board.

9.5.7 Ensure that all monies belonging to the Society are deposited in the name of and to the credit of the Society in such bank or financial institution as may be designated by the Board.

9.5.8 Advise the Secretary respecting membership fees received.

9.5.9 Prepare the annual financial report for review and approval by the Board.

9.5.10 Act as the chair of the Finance Committee (see Appendix 3.)

9.6 Director

The Director(s) shall:

9.6.1 Act as a Director at large.

9.6.2 Act as the chair of standing committees and/or ad hoc committees as assigned by the Board.

9.6.3 Undertake responsibilities specifically assigned by the Board.

ARTICLE 10.0 - DOCUMENTS REQUIRING THE SEAL OF THE SOCIETY

Any resolution, deed, transfer, license, contract or other document requiring the seal of the Society shall be authorized by resolution of the Board of Directors and signed by any two of the President, Vice President, Treasurer or Secretary.

ARTICLE 11.0 - FINANCIAL MANAGEMENT

11.1 Signing Authority

All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by two of the following: President, Vice President, Treasurer, Secretary or other Director designated from time to time by resolution of the Board.

11.2 Any one of the officers or designate pursuant to section (11.1) may also endorse notes and drafts for collection on account of the Society through its bankers and endorse notes and cheques for deposit with the Society's bankers for credit of the Society.

11.3 Financial Year

The financial year of the Society shall terminate on the 31st day of December in each year.

11.4 Financial Review

The Board may appoint annually a qualified individual(s) to conduct a financial review. The financial reviewer(s), if appointed, shall examine the accounts of the Society in accordance with generally accepted standards and in their report shall state whether in their opinion the financial statements are properly drawn up so as to present fairly the financial position of the Society and the results of its operations.

12.0 INDEMNIFICATION FOR DIRECTORS

Subject to the Act, the Society shall hold harmless the Board, both collectively and individually, from all liability, costs, charges and expenses sustained or incurred by him/her in the execution or professed execution of his/her duties of office and shall provide him/her with all necessary legal and defence services in relation to any claim made against him/her alleging such liability on his/her part and the Society shall maintain insurance in a reasonable sum for such liabilities.

13.0 NOTICE

Whenever, under provisions of this or any other by-law, notice is required to be given, such notice may be given, either personally, by email, facsimile, or by depositing same in the Post Office or public letter box in a prepaid, sealed wrapper addressed to the Director, Officer or Member at his/her last known address. A notice or other document so sent by post shall be deemed to be given three days after the same was deposited in a Post Office or public letter box, or if electronically posted, shall be deemed to be given one day after the same was sent by normal electronic means.

14.0 REPEAL AND AMENDMENT

Subject to Articles (4) four and (5) five, these bylaws may be amended by Special Resolution approved by a vote of Members.

APPENDIX 1

PROCEDURES FOR THE EXPULSION AND REINSTATEMENT OF MEMBERS

EXPULSION

The expulsion of a member is a serious undertaking. The reasons for considering the expulsion of a member may include but are not limited to:

- Conviction under the Federal Fisheries Act
- Conviction under the BC Wildlife Act
- Conduct which itself is contrary to the purposes of the Society and would bring discredit to the Society and its reputation.

The Board shall, upon becoming aware of factors whereby misconduct is alleged to have occurred, undertake steps to verify the facts related to the matter.

The member who is the subject of an assessment of alleged misconduct shall be given an opportunity to be heard and/or be represented before the Board during any assessment.

After considering available facts the Board may recommend to the membership by Special Resolution the expulsion of a member. The vote shall be conducted by secret ballot only and the member in question will not vote. General requirements under Article 5.0 apply.

The Member subject to the resolution shall be given an opportunity to be heard and/or be represented before the membership before a vote on the relevant Special Resolution occurs.

Membership fees or any pro-rated portion thereof will not be refunded if a member is expelled. Any member expelled cannot later become a member of the Society unless reinstated in accordance with these bylaws.

REINSTATEMENT

Persons expelled may apply in writing to be reinstated after a period not less than 12 months. The Board shall consider all applications for reinstatement and may recommend to the membership a Special Resolution to reinstate the person.

Persons expelled may be reinstated upon the approval of a Special Resolution on the matter. The vote shall be conducted by secret ballot only. The person who is the subject of the resolution shall not vote.

The full amount of annual membership fees must be paid before the person will be considered to be a member of the Society. Administrative fees do not apply.

APPENDIX 2

PROCEDURES FOR THE REMOVAL OF A BOARD MEMBER FROM THE BOARD OF DIRECTORS

The removal of a Board member is a serious undertaking. A Board member may resign or may be removed from the Board but will retain all rights and privileges as a member of the Society subject to the Constitution and Bylaws of the Society.

Board members shall collectively and individually:

- conduct themselves in a manner that reflects positively on the Society,
- promote the interests and well being of the Society and,
- maintain an active interest in the affairs of the Society and,
- attend its activities whenever possible and,
- be familiar with its programs and resources.

A Board member may be removed by a majority vote of members, subject to Article 5.0 (excluding the member in question). The vote shall be conducted by secret ballot only.

Any Special Resolution for the removal a Board member must be preceded by a performance review and recommendation of the Vice-President. If the Vice-President is the subject of the review, the review will be conducted by the President or their delegate.

In all cases, the Board member subject to the resolution shall be given an opportunity to be heard and/or be represented before the membership before a vote on the relevant Special Resolution occurs.

There are no provisions for reinstatement. A Board member removed may stand for re-election.

The reasons for considering the removal of a Board member may include but are not limited to:

- Non-performance of duties.
- Absenteeism at Board meetings.
- Lack of confidence of the Membership.
- Serious misconduct.

NON-PERFORMANCE

If a Board member is unable to perform assigned duties in a timely manner, they shall give notice as soon as practical to the President. Failure to provide notice and/or repeated failure to perform in a timely manner may be cause for a performance review.

REGULAR ATTENDANCE

If a Board member is unable to attend a Board meeting they shall give notice as soon as practical to any member of the Executive. If a Board member misses three (3) consecutive meetings or a total of four (4) meetings in a given year, their absentee record may be cause for a performance review.

NON-CONFIDENCE

Subject to section Article 5.0, the general membership may request the removal of a Board member for reasons demonstrating a lack of confidence in the execution of their duties. If the Board member in question is the President, the notice, under Article 5.0 can be delivered to any member of the Executive.

The Board may request the removal of a Board member for reasons demonstrating a lack of confidence in the execution of their duties.

MISCONDUCT

A Board Member may be removed under circumstances whereby the member has been proven to have behaved illegally in the execution of their duties or intentionally disregarded the purposes of the Society and/or their own duties to represent the Society.

APPENDIX 3

STANDING COMMITTEES

The purpose of Standing Committees is to coordinate, lead or support functions critical to the year-after-year delivery of Society business and the advancement of the Society's Constitution. The Standing Committees established are:

- The Education Committee.
- The Finance Committee.
- The Nominating Committee.

EDUCATION COMMITTEE

The Education Committee shall be composed of one member of the Board who chairs or co-chairs the committee and other members of the Society. The purpose of the Education Committee is to provide opportunities for club members and members of the community to learn about fly fishing.

The Education Committee shall:

- 1) Develop and refine as required education programs that meet the needs of fly fishers across a broad spectrum of skills levels and interests.
- 2) Seek input from club members regarding new and/or desired education opportunities.
- 3) Seek input from club members for improving program delivery.
- 4) Prepare for review by the Finance Committee a proposed annual budget for education programs delivery. The Finance Committee shall consider the proposal in the preparation of the annual budget for the Society as a whole.

FINANCE COMMITTEE

The Finance Committee shall be composed of the Treasurer, who chairs the committee, and the President and Vice-President and one other Member of the Society at the discretion of the President. The purpose of the Finance Committee is to oversee the collection of funds, investment of funds and expenditure of same on behalf of the Board.

The Finance Committee will:

- 1) Prepare an annual budget for review by the Board and subsequent approval of the membership.
- 2) Throughout the year monitor spending to determine whether expenditures are compliant with the budget.
- 3) Recommend potential adjustments to budget allotments.
- 4) Complete an orderly transition of financial management from one elected Board to another including:
 - a. Transferring all financial records to a newly elected Treasurer.
 - b. Ensuring the timely change of authorized signatories when required.
 - c. Supporting a newly elected Board with background information regarding financial decisions of the previous Board.

NOMINATING COMMITTEE

The Nominating Committee shall be composed of the Vice-President, who chairs the committee, and one other Board Member who is not a member of the Executive and one additional member who may or may not be a member of the Board. The purpose of the Nomination Committee is to endeavor to seek candidates from within the Society to hold positions of office or positions on committees.

The Nominating Committee shall:

- 1) Throughout the year, develop and maintain a list of potential directors to ensure the availability of candidates for all vacant positions.
- 2) Inform the membership of known, potential candidates two (2) weeks prior to the Annual General Meeting.
- 3) Submit to the AGM a slate of confirmed candidates.
- 4) Seek potential candidates for appointment by the Board to fill any vacancy on the Board after a vacancy occurs.
- 5) As directed by the Board, make recommendations to the Board respecting other appointments such as non-Director committee members and Honorary Members.



STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: MID-ISLAND CASTAWAYS FLY FISHING CLUB

Incorporation Number: S0036030
Business Number: 80202 0313 BC0001
Filed Date and Time: November 14, 2018 05:20 PM Pacific Time

REGISTERED OFFICE ADDRESS INFORMATION

Delivery Address:

250 ISLAND HIGHWAY EAST
PO BOX 554
PARKSVILLE BC V9P 2G6

Mailing Address:

250 ISLAND HIGHWAY EAST
PO BOX 554
PARKSVILLE BC V9P 2G6

DIRECTOR INFORMATION

Last Name, First Name Middle Name:

ALLEN, JEFF

Delivery Address:

643 YAMBURY RD
QUALICUM BEACH BC V9K 1C5

Last Name, First Name Middle Name:

CARTER, PHILIP

Delivery Address:

3720 DOLPHIN DR
NANOOSE BAY BC V9P 9H1

Last Name, First Name Middle Name:

DRYGEESE, JUDY

Delivery Address:

44 - 2101 ERRINGTON RD
PO BOX 144 PO ERRINGTON
ERRINGTON BC V0R 1V0

Last Name, First Name Middle Name:

FISHER, GARRY

Delivery Address:

1775 CAMERON CRES
QUALICUM BEACH BC V9K 2S3

STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society • Societies Act

Last Name, First Name Middle Name:

MCLEAN, AL

Delivery Address:

318 RHEUMER CRES
PARKSVILLE BC V9P 1C8

Last Name, First Name Middle Name:

MOORMAN, WAYNE

Delivery Address:

808 MARINER WAY
PARKSVILLE BC V9P 1S3

Last Name, First Name Middle Name:

MORRISON, BRUCE

Delivery Address:

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Last Name, First Name Middle Name:

THOMPSON, KEITH

Delivery Address:

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