

Kalamalka Fly Fishers Society Bylaws 2018

Contents

Part 1 – Definitions and Interpretation

1.1 – Definitions

1.2 – Interpretation

Part 2 – Membership

2.1 Application for membership

2.2 Classes of membership

2.3 Rights of Ordinary Members

2.4 Duties of Members

2.5 Discipline and expulsion of Member

2.6 Re-instatement

Part 3 – Board of Directors

3.1 Board Composition

3.2 Remuneration and reimbursement of Directors

3.3 When Director ceases to hold office

3.4 Resignation of Directors

3.5 Removal of Directors

3.6 Duties of the Board of Directors

3.7 Officers – Board of Directors

3.8 Duties – Officers – Board of Directors Officers

3.9 Membership Director

3.10 Proceedings of Directors

Part 4 – Meetings / Resolutions / Voting

4.1 Annual General Meeting

- 4.2 General Meetings
- 4.3 Extraordinary General Meeting
- 4.4 Ordinary Resolutions
- 4.5 Special Resolution
- 4.6 Waiver of notice
- 4.7 Members' proposals
- 4.8 Quorum
- 4.9 Voting

Part 5 – Society Records

- 5.1 Records to be kept
- 5.2 Old records need not be kept
- 5.3 Location of records
- 5.4 Maintenance of records
- 5.5 Inspection of records
- 5.6 Inspection of register of members may be restricted
- 5.7 Inspection of register of directors
- 5.8 Copies of records

Part 6 – Finance

- 6.1 Restrictions on distributions
- 6.2 Fiscal Year
- 6.3 Financial statements
- 6.4 Issuance of financial statements
- 6.5 Copies of financial statements
- 6.6 Bank Accounts
- 6.7 Operations Account

6.8 Project Account

6.9 Board Expenditure Authorization

Part 7 – Intellectual Property

7.1 Manuals, Books, Manuscripts

7.2 Courses, Classes, Clinics, Presentations, Other Teachings settings

7.3 Videos, Movies and Other electronic media

7.4 Photos

Part 8 – Special Directors

8.1 Appointment

8.2 Act as Chair

8.3 Written terms of reference

8.4 Appointments do not constitute membership on Board

Part 9 – Awards

9.1 Awards General

9.2 Annual Awards

Part 1 – Definitions and Interpretation

1.1 Definitions

(1) The definitions in the *Societies Act* of British Columbia and its regulations apply to these Bylaws.

(2) In these Bylaws:

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

“**Annual General Meeting**” means the annual meeting of members of the Kalamalka Fly Fishers at which elections for board members is conducted.

“**BCFFF**” means the British Columbia Federation of Fly Fishers;

“**Board**” mean the Board of Directors of the Kalamalka Fly Fishers Society;

“**Bylaws**” means the bylaws of the Kalamalka Fly Fishers Society as altered from time to time

“**Director**” means an individual who has been elected as a member of the Board of Directors of the Kalamalka Fly Fishers Society

“**Directors’ Resolution**” – means any of the following:

- (a) a resolution by the Directors of the Society at a Directors Meeting
- (b) a resolution outside a Directors Meeting consented to by all the Directors.

“**Extraordinary General Meeting**” – means a special meeting called by the Board or Membership to conduct urgent business or elections.

“**General Meeting**” means a regular monthly business meeting of the members of the Kalamalka Fly Fishers Society;

“**KFF**” – means the Kalamalka Fly Fishers Society

“**Member**” means a person who becomes a member of the Kalamalka Fly Fishers Society in good standing and remains so in accordance with these bylaws.

“**Ordinary Resolution**” means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

“**Society**” means the Kalamalka Fly Fishers Society;

“Special Director” means a Member appointed by the Board to act independently or as a committee chair to supervise or co-ordinate Society activities or projects.

“Special Resolution” means any of the following:

- (a) a resolution passed at a general meeting by at least 3/4 of the votes cast by the voting members where at least 14 days written notice of the special resolution was given;
- (b) a resolution consented to in writing by all of the voting members;

“Written Notice” means notification by postal service, courier, email, or served. It does not include posting of notification (i.e. posting a notice on an electronic or non-electronic bulletin board, web site or other electronic method posting is not acceptable notification).

1.2 Interpretation

- (1) – 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.
- (2) Alterations of Bylaws
 - (a) The Society may alter its bylaws by filing with the registrar a bylaw alteration application.
 - (b) The Society may file with the registrar a bylaw alteration application at any time and as many times as required.
 - (c) The Society shall not submit a bylaw alteration application to the registrar for filing unless the alteration proposed by the application has been authorized by special resolution.
 - (d) An alteration proposed in a bylaw alteration application takes effect when the bylaw alteration application is filed with the registrar.

Part 2 – Membership

2.1 Application for membership

- (1) Membership is open to all individuals who are prepared to accept and practice the ethics implied in the Society Constitution and Bylaws; and abide by all regulations as set out by applicable Provincial and Federal agencies.
- (2) Except for Honorary membership, membership in the Society ceases on the 31st day of December each and every year.
- (3) Except for Honorary membership, individuals shall apply each year for membership in the Society.
- (4) An individual becomes a Member (member in good standing) on completion of their membership application and payment of their membership fees and subscriptions as may be required.
- (5) Membership in the Society is not transferable and no member may authorize a representative to act on their behalf.

2.2 Classes of membership – There are four classes of membership, as follows:

(1) Honorary

- (a) Honorary membership is bestowed on an individual by the Society for that individual's noteworthy achievement(s).
- (b) Nomination for Honorary members shall be by a special resolution passed by the Members, usually based on a recommendation of the Board.
- (c) Honorary members pay no dues and may not vote or hold office, and the Society shall not pay the BCFFF membership fees and subscriptions as may be required for an Ordinary membership, but otherwise Honorary members may enjoy all the privileges of an Ordinary member.
- (d) Honorary membership does not expire.
- (e) Honorary membership may be revoked by the Society by a special resolution passed by the members, usually based on a recommendation of the Board.

(2) Junior

- (a) Junior members may remain as Junior members up to December 31st following their 18th birthday.
- (b) Junior members may become Ordinary members after their 18th birthday.
- (c) Junior member shall pay no annual membership fees or subscriptions.

- (d) Junior members may not vote or hold office.
 - (e) Subject to paragraphs (a) through (d) above, Junior members may enjoy all the privileges of an Ordinary member.
- (3) **Ordinary**
- (a) All members other than Honorary or Junior.
 - (b) Ordinary members shall pay annual membership fees and subscriptions as may be established from time to time.
 - (c) Ordinary members may vote at all legally constituted meetings; and
 - (d) Ordinary members may be elected to any office within the Society.
- (4) **Lifetime Ordinary**
- (a) Lifetime Ordinary membership is bestowed upon an Ordinary member by the Society in recognition of outstanding service or support to the Society, over a period of years.
 - (b) Nomination for Lifetime Ordinary membership shall be by a special resolution passed by the Members usually based on a recommendation of the Board.
 - (c) Lifetime Ordinary member shall pay no annual membership fees or subscriptions.
 - (d) Lifetime Ordinary member retains their Lifetime Ordinary membership status on annual application for Society membership. and
 - (e) Lifetime Ordinary member is entitled to all rights and benefits of Ordinary membership.

2.3 Rights of Ordinary Members – Ordinary members have the right to:

- (1) attend meetings of the Society;
- (2) bring forward resolutions/motions at meetings of the Society;
- (3) vote at meetings of the Society;
- (4) be elected to the Board; and
- (5) attend activities and functions hosted by the Society.

2.4 Duties of Members – A member shall:

- (1) make themselves familiar with and follow the Constitution and Bylaws and any procedures of the Society as may be adopted from time to time; and
- (2) conduct themselves while engaged in the activities of the Society in an ethical manner, which will not bring discredit to the Society.

2.5 Discipline and expulsion of Member

- (1) A Member may be disciplined or expelled by a special resolution passed by the members usually based on a recommendation of the Board.
- (2) A Member who is subject to discipline or expulsion shall receive written notice of the proposed discipline or expulsion, including the reason(s) for the proposed discipline or expulsion.
- (3) The Member who is the subject of the proposed special resolution shall be given an opportunity to be heard and or represented before the Board while it is investigating the matter, and again at the general meeting before the special resolution is put to a vote.
- (4) The special resolution shall be by ballot.
- (5) Matters which could form the basis for discipline or expulsion include, but not exclusively are:
 - (a) Conviction under the Fisheries or Wildlife Acts; or
 - (b) Conduct which in itself could bring discredit to the Society; or
 - (c) Deliberate and flagrant disregard of the Society's Constitution and Bylaws.

2.6 Re-instatement

- (1) An individual expelled under section 2.5 of the Society's Bylaws, may, after a period of not less than 12 months, apply to the Board for Membership.
- (2) The Board shall consider the request and may offer a special resolution to grant Membership for consideration and vote.
- (3) If the special resolution to grant Membership does not pass, the individual may, after a period of not less than 12 months, again apply to the Board for Membership
- (4) The Board shall again consider the request and may again offer a special resolution to grant Membership for consideration and vote.
- (5) If the special resolution to grant Membership fails to pass a second time, no further application for Membership shall be considered.

Part 3 – Board of Directors

3.1 Board Composition

- (1) The Board of Directors shall be elected from the Society membership.
- (2) The Board shall consist of not less than (3) three and not more than (9) nine Members.
 - (a) No person is qualified for election as a Director unless they are at least 18 years of age.
 - (b) Elections for all positions of the Board shall be held each year at the Annual General Meeting.
 - (c) An election may be by acclamation, otherwise it shall be by ballot.
 - (d) An election of an individual as a director is invalid unless
 - (i) the individual consents in writing to be a director of the Society, or
 - (ii) the election is made at an annual general meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
 - (e) No person is qualified for election as a Director unless they are a Member.
 - (f) No person is qualified for election as a Director unless they live within a fifty (50) kilometer radius of Vernon.
 - (g) A Director of the Society who is not qualified, or who ceases to be qualified as a Director under either section 44 of the Act, or the Bylaws must promptly resign.
- (3) If the number of Board members becomes less than three the Board is considered dissolved.
 - (a) An extraordinary general meeting shall be called at the earliest available time to elect a new Board. Not less than 14 days' notice shall be give of the notice to elect a new Board,
 - (b) The remaining Board members may stand for and be elected to the new Board, and
 - (c) The length of service for this Board shall extend only until the end of the next Annual General Meeting.
- (4) The officers within the Board of Directors shall be:

- (a) President;
 - (b) Vice President;
 - (c) Treasurer; and
 - (d) Secretary.
- (5) Vacancies occurring in any officer's position shall be filled from the current Directors for the remaining portion of the term (i.e. until the next Annual General Meeting elections).

3.2 Remuneration and reimbursement of Directors

- (1) No member of the Board shall accept remuneration for services rendered to the Society, nor shall they have any financial interest in any purchase order or contracts entered into on behalf of the Society,
- (a) they shall declare the possible conflict of interest prior to any discussion taking place,
 - (b) they shall refrain from any action intended to influence the discussion or vote,
 - (c) they shall leave the directors meeting prior to any discussion or decision being taken and
 - (d) they shall refrain from voting.

3.3 When Director ceases to hold office

- (1) A Director ceases to hold office when:
- (a) the director resigns or dies, or
 - (b) the director is removed from office in accordance with section 50 (1) of the Act [removal of directors] or
 - (c) who ceases to be qualified as a director under either section 44 of the Act, or the Bylaws.

3.4 Resignation of Directors

- (1) A Director who intends to resign must give their resignation to the Society in writing, and the resignation takes effect on the later to occur of the following:
- (a) the receipt by the Society of the written resignation;

- (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (i) if a date is specified, the beginning of the day on the specified date,
 - (ii) if a date and time are specified, the date and time specified, or
 - (iii) if an event is specified, the occurrence of the event.

3.5 Removal of Directors

- (1) A Director may be removed from office by special resolution.
- (2) A Director who is subject to removal from office shall receive written notice of the proposed action, including the reason(s) for the proposed removal from office.
- (3) The Director who is the subject of the proposed special resolution shall be given an opportunity to be heard and or represented before the Board while it is investigating the matter, and again at the general meeting before the special resolution is put to a vote. The special resolution shall be by ballot.

3.6 Duties of the Board of Directors

- (1) The Directors must manage, or supervise the management of, the activities and internal affairs of the Society.
- (2) Directors must, when exercising the powers and performing the functions of a director of the Society,
 - (a) act honestly and in good faith with a view to the best interests of the Society,
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (c) act in accordance with the Act and the regulations,
 - (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the Society.
- (3) Without limiting subsection (2), a director of the Society, when exercising the powers and performing the functions of a director of the Society, must act with a view to the purposes of the Society.
- (4) This section is in addition to, and not derogation of, any enactment or rule of law or equity relating to the duties or liabilities of Directors of the Society.
- (5) Nothing in a contract, the Constitution or the Bylaws, or the circumstances of a director's appointment, relieves a director from

- (a) the duty to act in accordance with the Act and its regulations and the Society's Constitution, Bylaws or procedures.
- (b) liability that, by an enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

3.7 Officers – Board of Directors

- (1) Officers within the Board of Directors shall be:
 - (a) President;
 - (b) Vice President;
 - (c) Treasurer; and
 - (d) Secretary.
- (2) Only Officers may have signing authority.
- (3) Vacancies occurring in any officer's position shall be filled from among the current Directors for the remaining portion of the term.

3.8 Duties – Officers – Board of Directors Officers

- (1) President
 - (a) Should preside at all meetings of the Society and its Board of Directors.
 - (b) Shall be a member ex-officio of all committees except the nominating committee.
 - (c) As the chief executive officer of the Society, shall supervise the other officers and directors in the execution of their duties.
 - (a) Shall have signing authority for expenditures.
- (2) Vice President
 - (a) Shall, in the absence of the President, perform all the duties of the President.
 - (b) Shall have signing authority for expenditures.
- (3) Treasurer
 - (a) Shall keep financial books and records of accounts for the affairs of the Society to reflect all the money received and disbursed by the Society, stating the matter in respect of which the activity took place;

- (b) Shall maintain all records of account current and be prepared for a test audit on short notice;
 - (c) Shall prepare annual financial statements, interim report and schedules as required from time to time, and shall present them to the Board and/or General Meetings as called for; and
 - (d) Shall have signing authority for expenditures.
- (4) Secretary
- (a) Shall issue notices of meetings of the Society and directors
 - (b) Shall keep minutes of each meeting of members, including the text of each resolution passed at the meeting.
 - (c) Shall keep the minutes of each meeting of directors, including
 - (d) a list of all of the directors at the meeting, and
 - (e) the text of each resolution passed at the meeting;
 - (f) Shall keep a copy of each consent resolution of directors and a copy of each of the consents to that resolution
 - (g) Shall conduct the correspondence of the Society.
 - (h) Shall be the custodian of all records and documents of the Society except those required to be kept by the Treasurer.
 - (i) Shall compile, assisted by the Treasurer, all reports and returns required by the Societies Act and regulations.
 - (j) Shall have custody of the common seal of the Society if one is authorized.
 - (k) Shall have signing authority for expenditures.

3.9 Membership Director

- (1) Shall maintain a register of Members, organized by different classes of members.
- (2) The register of Members shall contain the following personal information if provided by the Member:
 - (a) First name;
 - (b) Last name;
 - (c) Mailing address;

- (d) Contact phone number; and
- (e) Email address
- (3) Shall collect annual membership fees and subscriptions as may be established from time to time and submit these to the Treasurer for deposit.
- (4) Shall issue membership cards.
- (5) Ensure Member is enrolled with BCFFF.
- (6) Shall act as the Society contact for all questions, request to access or correct personal information held by the Society.
- (7) Shall be responsible for the safe keeping of all personal information collected and for the compliance of this information with the British Columbia Personal Information Protection Act (PIPA).

3.10 Proceedings of Directors

- (1) Directors may meet at any location, on any notice and in any manner convenient to the Directors.
- (2) A quorum of the Board shall be 50% plus one.
- (3) Minutes of Board meeting shall be kept, including
 - (a) a list of all of the directors at the meeting, and
 - (b) the text of each director's resolution passed at the meeting
- (4) At meetings of the Board all matters shall be determined by a simple majority vote.

Part 4 – Meetings / Resolutions / Voting

4.1 Annual General Meeting

- (1) The Annual General Meeting shall be held the first Monday of March, except where it would fall on a holiday, then the Annual General Meeting shall be held on the second Monday of March.
- (2) The Annual General Meeting shall be held in the greater Vernon, BC area.
- (3) Elections for all members of the Board of Directors shall be held at the end of annual general meeting.

4.2 General Meetings

- (1) All general meetings shall be held in greater Vernon area.
- (2) If within one half hour from the time specified for a general meeting a quorum is not present, the meeting shall stand adjourned.
- (3) Where the President is absent from any meeting, or vacates the chair during the course of the meeting, the Vice President shall act as President and shall have all the duties and powers of the position while so acting.
- (4) In the absence of both President and Vice President, the Directors present shall, from among themselves, appoint a chairperson for that meeting.

4.3 Extraordinary General Meeting

- (1) If for any reason the Board is reduced to less than 3 members an extraordinary meeting shall be called to hold elections for a new Board.
 - (a) A minimum of 14 days notice in writing shall be given to the membership stating the date, time, location of the extraordinary general meeting.
 - (b) A quorum for an extraordinary general meeting shall be not less than 5 Ordinary Members, not including Board members.
- (2) Voting members of the Society may request the Directors to call a general meeting for the purposes stated in the requisition.
- (3) A requisition under this section
 - (a) may be made in a single record or may consist of several records in similar form,
 - (b) must contain the names of, and be signed by, not fewer than 10% of voting members of the Society,

- (c) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitioners wish to have considered at the meeting,
 - (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society, and
 - (e) must be sent to each individual listed in the society's register of directors
- (4) Promptly after a society receives a requisition mailed or delivered under subsection (3) (d),
- (a) the Directors must call a general meeting, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition, and
- (5) the Society must send, with the notice of the meeting, the text of the statement referred to in subsection (2) (c).
- (6) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (4) (b).
- (7) If, within 21 days after the date of the society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitioners may call the meeting.
- (8) A general meeting called under subsection (5) must be
- (a) called within 60 days after the expiry of the 21-day period referred to in that subsection, and
 - (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (9) Unless otherwise resolved by ordinary resolution at the general meeting called under subsection (5), the society must reimburse the requisitioners for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

4.4 Ordinary Resolutions

- (1) A resolution passed at a general meeting or annual general meeting:
- (a) by a simple majority of the votes cast by the voting members in attendance or
 - (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members.

4.5 Special Resolution means any of the following:

- (1) A resolution passed at a general meeting or annual general meeting
 - (a) by at least 2/3 of the votes cast by the voting members where at least 14 days' written notice of the special resolution was given or
 - (b) a resolution consented to in writing by all of the voting members.
- (2) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

4.6 Waiver of notice

- (1) A member of a society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice.
- (2) Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Members' proposals

- (1) In this section:

"proposal" means a notice sent under subsection (2) to a society;

"proposal threshold" means

- (a) 5% of the voting members of a society, unless paragraph (b) applies,
 - (b) not fewer than 2 members.
- (2) Voting members of a society may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting.
- (3) A proposal must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the proposal threshold for the society.
- (4) A society that receives a proposal at least 7 days before notice of the annual general meeting is sent must include, with that notice,
 - (a) the proposal,
 - (b) the names of the members submitting the proposal, and
 - (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

- (5) A proposal, or, if a statement is provided under subsection (4) (c), the proposal and statement together, must not exceed 200 words in length.
- (6) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (4).
- (7) A society is not required to comply with subsection (4) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.

4.8 Quorum

- (1) Subject to subsections (2) and (3), the quorum for the transaction of business at a general meeting, annual general meeting, or extraordinary general meeting is the greater of
 - (a) 5 voting members not including Board Members, unless paragraph (b) of this subsection applies, or
 - (b) 10% of the voting members not including Board Members.
- (2) If the Society has fewer voting members than the quorum provided for in subsection (1), the quorum for the transaction of business at a general meeting is all of the voting members.
- (3) If a general meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

4.9 Voting

- (1) Right to vote
 - (a) Only Ordinary and Lifetime Ordinary Members have the right to vote.
 - (b) A voting member of the Society has only one vote.
 - (c) Subject to subsections (2), a voting Member may, without restriction, exercise the right to vote on every matter.
- (2) Members entitled to vote shall do so in person.
 - (a) indirect or delegate voting is not authorized,
 - (b) voting by mail or another means of communication, including by fax, email or other electronic means is not authorized.
 - (c) Proxy voting is not authorized.

Part 5 – Society Records

5.1 Records to be kept

- (1) The following records shall be kept:
 - (a) the Society's certificate of incorporation;
 - (b) each certified copy, furnished to the society by the registrar, of the following records:
 - (i) the constitution of the society;
 - (ii) the bylaws of the society;
 - (iii) the statement of directors and registered office of the society;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the Society by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) a federal, provincial or municipal government body, agency or official, including the registrar;
 - (e) the Society's register of directors, including contact information provided by each director;
 - (f) each written consent to act as director referred to in section Act 42 (4) (a) [designation, election and appointment of directors] and each written resignation of a director;
 - (g) a copy of each record described in section Act 56 (3) (c) [disclosure of director's interest] or 62 (3) (c) [disclosure of senior manager's interest] evidencing a disclosure by a director or senior manager;
 - (h) the Society's register of members, organized by different classes of member, including contact information provided by each member;
 - (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
 - (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;

- (k) the financial statements of the Society required under Act section 35 [financial statements] and the auditor's report, if any, on those financial statements.
- (2) In addition to the records described in subsection (1), the Society must keep the following records:
- (a) the minutes of each meeting of directors, including
 - (i) a list of all of the directors at the meeting, and
 - (ii) the text of each resolution passed at the meeting;
 - (b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
 - (c) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

5.2 Old records need not be kept

- (1) The Society is not required to keep a record under section 20 of the Act [records to be kept] if
- (a) the record is no longer relevant to the activities or internal affairs of the society, and
 - (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

5.3 Location of records

- (1) The Society must ensure that the records it is required to keep under section 20 of the Act [records to be kept],
- (a) in the case of records that are not in electronic form, are kept at the Society's registered office, and
 - (b) in the case of records that are in electronic form, are available for inspection at the society's registered office by means of a computer terminal or other electronic technology.
- (2) Despite subsection (1), the Directors of the Society may, by directors' resolution, specify a location in British Columbia, other than the Society's registered office, at which the records, or specified records or classes of records, of the Society may be kept or made available for inspection, in accordance with subsection (1), and, if the directors specify a location under this subsection, the records, specified records or classes of records may be kept or made available for inspection, as the case may be, at that location.

- (3) If, under subsection (2), the Directors of the Society specify a location, other than the Society's registered office, at which records of the Society may be kept or made available for inspection, the Society must make available for inspection at its registered office a written notice
 - (a) identifying the specified location, and
 - (b) listing the records or classes of records that are kept or made available for inspection, as the case may be, at that location.

5.4 Maintenance of records

- (1) The Society may keep a record it is required to keep under section 20 of the Act [records to be kept] in any form that allows the record to be inspected and copied in accordance with sections 24 of the Act [inspection of records] to 28 of the Act [copies of financial statements].
- (2) The Society must take reasonable precautions in preparing and keeping the records it is required to keep under section 20 of the Act [records to be kept] so as to
 - (a) keep those records in a complete state,
 - (b) avoid loss or destruction of or damage to those records, (c) avoid falsification of entries made in those records, and
 - (c) facilitate simple, reliable and prompt access to those records.

5.5 Inspection of records

- (1) A member of the Society may, without charge, inspect a record the society is required to keep under section 20 (1) of the Act [records to be kept].
- (2) A member of the Society, without charge,
 - (a) may inspect the portion of a record the Society is required to keep under section 20 (2) (a) or (b) of the Act that evidences a disclosure, by a director or senior manager, described in section 56 (3) (a) or (b) of the Act [disclosure of director's interest] or 62 (3) (a) or (b) of the Act [disclosure of senior manager's interest], and
 - (b) may, unless the bylaws provide otherwise, inspect any other record the society is required to keep under section 20 (2) of the Act.
- (3) A director of the Society may, without charge, inspect a record the Society is required to keep under section 20 of the Act.
- (4) A person, other than a Member or Director, may not inspect a record the Society is required to keep under section 20 of the Act without express written consent of the Board.

- (5) The Society may charge a reasonable fee for an inspection referred to in subsection (4).

5.6 Inspection of register of members may be restricted

- (1) The Directors of the Society may, by directors' resolution, restrict, as set out in subsection (2), the Members' rights to inspect the Society's register of members if the Directors are of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members.
- (2) Despite section 24 (1) of the Act, if the members' rights to inspect a society's register of members are restricted under subsection (1) of this section, Members may not inspect the register of members except in accordance with this section.
- (3) A Member of the Society whose right to inspect the Society's register of members has been restricted under subsection (1) may apply in writing to the Society to inspect the register of members.
- (4) An application under subsection (3) must include a statement of the applicant that
 - (a) sets out the applicant's name, and
 - (b) states that the information obtained from the inspection of the register of members will not be used except as permitted under subsection (7).
- (5) A member who makes an application under this section may, without charge, inspect the register of members.
- (6) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect the register of members under this section.
- (7) A Member who has inspected the register of members under this section must not use the information obtained from the inspection except in connection with
 - (a) the requisitioning or calling of a general meeting under section 75 of the Act [requisition of general meeting],
 - (b) the submission of a proposal under section 81 of the Act [members' proposals],
 - (c) the calling of a general meeting under section 138 of the Act [filling vacancy in office of liquidator], or
 - (d) an effort to influence the voting of members.

5.7 Inspection of register of directors

- (1) A person must not use contact information that the person obtains from an inspection of a society's register of directors referred to in section 20 (1) (e) of the Act [records to be kept] except in connection with matters related to the activities or internal affairs of the society.

5.8 Copies of records

- (1) If a person who is entitled under section 24 of the Act [inspection of records] or 25 of the Act [inspection of register of members may be restricted] to inspect a record of the Society requests a copy of the record and pays the fee, if any, charged under subsection (3) of this section for the copy, the Society must provide the person with a copy of that record.
- (2) The Society must provide a copy referred to in subsection (1) to the person seeking to obtain the copy by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the request and payment of the fee, if any.
- (3) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for a copy provided under subsection (1).
- (4) Despite subsection (3),
 - (a) a director of the Society is entitled to receive, without charge, a copy of a record the Society is required to keep under section 20 [records to be kept], and
 - (b) a member of the Society is entitled to receive, without charge, one copy of
 - (i) the current constitution and bylaws of the Society, and
 - (ii) the most recent financial statements, as defined in section 28 (1) of the Act [Copies of financial statements], of the Society.

Part 6 Finance

6.1 Restrictions on distributions

- (1) The Society must not distribute any of its money or other property other than
 - (a) for full and valuable consideration,
 - (b) in furtherance of the purposes of the Society,
 - (c) to a qualified recipient,
 - (d) for a distribution required or authorized by the Act, including, without limitation, a distribution made in accordance with the Act on the Society's dissolution, or liquidation and dissolution, or for a distribution otherwise required by law, or
 - (e) for a distribution that is
 - (i) of a type authorized by the regulations, and
 - (ii) made in accordance with the regulations.
- (2) As a member funded, non-profit society, Members should not receive compensation for participation in and or conducting Society business to include but not limited to; projects, events, training, and social activities.

6.2 Fiscal Year

- (1) The fiscal year for the Society shall be for one year beginning the first day of January and ending the 31st day of December following.

6.3 Financial statements

- (1) The directors of the Society must present the following to the members at each annual general meeting:
 - (a) financial statements prepared in accordance with this section;
 - (b) the auditor's report, if any, on those financial statements.
- (2) The financial statements referred to in subsection (1) (a) must be prepared in relation to the period
 - (a) beginning immediately after the end of the preceding financial year, and
 - (b) ending not more than 6 months before the annual general meeting at which the financial statements are to be presented.

- (3) The financial statements referred to in subsection (1) (a) must be prepared in accordance with the requirements, if any, set out in the regulations.

6.4 Issuance of financial statements

- (1) The Society must not issue, publish or distribute financial statements of the Society required under section 35 of the Act [financial statements] unless the financial statements
 - (a) have been approved by the directors and signed by one or more directors to confirm that the approval was obtained, and
 - (b) have attached to them the auditor's report, if any, on those financial statements.
- (2) The Society must not issue, publish or distribute financial statements of the Society that purport to be audited financial statements unless the financial statements have, in fact, been audited and an auditor's report has been prepared in relation to them.

6.5 Copies of financial statements – Note: Section 195 of the BC Societies Act states “Section 28 [copies of financial statements] does not apply in relation to a member funded society.”

6.6 Bank Accounts

- (1) The Society shall maintain at least one bank account with a chartered bank or credit union for the deposit and issue of funds.
- (2) Where a reserve fund is established, it shall be in a separate account.
- (3) All cash and negotiable forms shall be deposited directly to the Society bank account(s).
- (4) All payments shall be made by cheque except for minor petty cash transactions if such a fund is in use. Activity costing forms shall be cross referenced to cheque numbers.
- (5) All cheques drawn on any account of the Society shall be signed by two of the Directors designated as signing, authorities.
- (6) A Director designated as have signing authority shall not have signing authority when they are or would be the recipient.

6.7 Operations Account

- (1) The Society's Operations Account shall account for day-to-day operations and recurring expenditures and income.

6.8 Project Account

- (1) The Society's Project Account shall account for conservation projects; educational courses, clinics and workshops; major events; donations and bursaries.

6.9 Board Expenditure Authorization

- (1) The Board has no authority to expend funds on behalf of the Society without express consent of the Society
- (2) The Board may be authorized a monthly or annual expenditure limit.
- (3) Where the Board has been authorized a monthly or annual expenditure limit, the Board shall report all expenditures at the next general meeting after the expenditure occurs.

Part 7 Intellectual Property

7.1 Manuals, Books, Manuscripts

- (1) Any manual, book, or other manuscript, whether in hard copy or electronic form, created by members of the Society or others, while engaged in any undertaking on behalf of the Society, shall become and remain the property of the Society, unless prior written agreement is in place.

7.2 Courses, Classes, Clinics, Presentations, Other Teachings settings

- (1) Any course, class, clinic, presentation or any other teaching setting, produced and or conducted on behalf of the Society shall become and remain the property of the Kalamalka Fly Fishers Society, unless prior written agreement is in place.

7.3 Videos, Movies and Other electronic media

- (1) Any video, movie or other electronic media produced for the Society or submitted to the Society, shall become and remain the property of the Kalamalka Fly Fishers Society, unless prior written agreement is in place.

7.4 Photos

- (1) Any photo whether in hard copy or electronic form taken on behalf of the Society or submitted to the Society shall become and remain the property of the Kalamalka Fly Fishers Society, unless prior written agreement is in place.

Part 8 Special Directors

8.1 Appointment

- (1) The Board may at its discretion appoint a Special Director(s) to co-ordinate Society activities or projects.

8.2 Act as Chair

- (1) The Special Director(s) may act by themselves or as the chair of a committee.

8.3 Written terms of reference

- (1) The appointment, terms of reference and duties shall be in writing and may be withdrawn at pleasure.

8.4 Appointments do not constitute membership on Board

- (1) These appointments do not constitute membership in the Board of Directors but are made to achieve continuity in recurring or long-term activities or projects.

Part 9 Awards

9.1 9.1 Awards General

- (1) The Board may create a one-time award, certificate or letter of appreciation for special presentation.

9.2 9.2 Annual Awards

- (1) The annual awards are:
 - (a) Bob Monk Award;
 - (b) Glen Ferguson Award; and
 - (c) Morris Dean and Len Wengerchuk Award.
- (2) The Society may by special resolution discontinue an annual award.
- (3) The Society may by special resolution create an annual award.