

By-Laws of the
British Columbia Goat Association

Part 1 - Interpretation:

1-1: In these By-Laws, unless the context otherwise requires,

(a) The Association or BCGA: means the British Columbia Goat Association.

(b) Director: means a director of the Association for the time being

(c) Society Act: means the Society Act of the province of British Columbia, from time to time in force and all amendments to it.

(d) Registered address of a member: means his address as recorded in the register of members

(e) Ordinary resolution: means a resolution passed in a general meeting by the members of the Association by a simple majority of the votes cast in person.

(f) Special resolution: means a resolution passed in a general meeting by a majority of not less than two-thirds of voting members present at meeting. A special resolution is required to: amend the by-laws, change the purpose, remove a director, expel a member, issue debentures and surrender the certificate of incorporation.

1-2: The definition in the Society Act on the date these by-laws become effective apply to these by-laws.

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

3: The interpretation of this Constitution and by-law will be as set out in the British Columbia Society Act RSBC 2016.

Part 2 - Membership:

4: Membership in the Association shall be open to all persons residing in British Columbia who are interested in the goat industry.

5-1: Life members. The British Columbia Goat Association may at a general meeting appoint life members. Such life members will enjoy all rights and privileges of regular members.

5-2: Honorary members. The British Columbia Goat Association may at a general meeting appoint honorary members. Such honorary members will not take part in the management of the British Columbia Goat Association's affairs. Their position shall be purely honorary.

6: A person may apply to the Association for membership and on payment of annual dues shall be a member. Every member shall agree to be bound by the Constitution and By-laws and all rules of the Association. Members shall also be entitled to receive a copy of the Annual report and any other publications during the year for which they have paid their membership. No member in arrears for membership or other fees or dues shall enjoy such rights and privileges.

7: The annual membership fee shall be payable in advance and this fee shall be determined by the Board of directors and ratified by a simple majority vote at the annual general meeting as needed to run the British Columbia Goat Association.

8: No member shall hold office or be entitled to vote at a meeting if at the time is in arrears for membership fees and no member shall be entitled to vote who was not a member of the Association at the time the notice was given, calling such meeting.

9: A member of the British Columbia Goat Association is not, in his individual capacity, liable for a debt or liability of the British Columbia Goat Association. Each member is only liable to the amount of membership or other fees or dues which he may owe to the British Columbia Goat Association.

10-1: All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him the British Columbia Goat Association.

- 10-2:** A person shall cease to be a member of the British Columbia Goat Association:
- (a) by delivering his resignation to the secretary of the British Columbia Goat Association
 - (b) or on his death
 - (c) or on being expelled.

11: A member may be expelled by a special resolution of the members present, passed at a general meeting if the member fails to observe any rule, regulation or by-law of the British Columbia Goat Association, or whose conduct in the opinion of the directors is prejudicial to the interests of the British Columbia Goat Association. The member shall be given notice in writing of special resolution for expulsion which shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The member who is a subject for proposed resolution for expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.

12: No person expelled shall be eligible for membership unless readmitted by simple majority vote at an annual general meeting, and on a motion of which at least 6 months previous notice has been given to the secretary.

13: Any member laying a charge against another member shall do so in writing to the Board of directors and deposit the sum of \$50.00, such sum to be forfeited if the charge is not substantiated.

14: A member who is 19 years and over shall have full voting privileges.

Part 3 - Meeting of members

15: General meetings of the Association shall be held at the time and place, in accordance with the Society Act, that the directors decide.

16: Every general meeting, other than an annual general meeting, is an extra-ordinary general meeting.

17: The directors may, when they think fit, convene an extra-ordinary general meeting.

18-1: Notice of a general meeting shall be given at least 14 days in advance by email or any other electronic means and shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

18-2: The accidental omission to give notice to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings of that meeting.

19: The first annual general meeting of the British Columbia Goat Association shall be held not more than twelve months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year.

Part 4: Proceedings at General Meetings

20: Special business:

- (1)** all business at an extra-ordinary general meeting, except the adoption of rules of order; and
- (2)** all business transacted at an annual general meeting, except,
 - (a)** the adoption of rules of order
 - (b)** the consideration of the financial statements
 - (c)** the report of the directors
 - (d)** the report of the auditor, if any
 - (e)** the election of directors
 - (f)** the appointment of the auditor, if required
 - (g)** other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

21-1: No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

21-2: If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

22: If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week, if a quorum is not present within thirty minutes from the time appointed for the meeting, the members present constitute a quorum.

23: Subject to by-law 25 the president of the British Columbia Goat Association, the vice-president or, in absence of both, one of the other directors present, shall preside as chairman of a general meeting.

24: If at a general meeting;

(1) there is no president, vice-president, or other director(s) present within fifteen minutes after the time appointed for, holding the meeting; or

(2) if all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

25-1: A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25-2: When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

25-3: Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

26-1: No resolution proposed at a meeting need be seconded and the chairman of the meeting may move or propose a resolution.

26-2: In case of an equality of votes, the chairman shall not have a casting or a second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

27-1: A member in good standing for a minimum of 30 days is entitled to one vote per membership.

27-2: Voting is by show of hands or verbally.

27-3: Voting by proxy is not permitted.

28: A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoning as a member for all purposes with respect to a meeting of the British Columbia Goat Association.

Part 5 - Directors and Officers

29-1: The directors may exercise all the powers and do all the acts and things that the Association does. As directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

a) all laws affecting the Association.

b) these by-laws; and

rules, not being inconsistent with these by-laws, which are made from time to time by the Association in general meeting.

29-2: No rule, made by the Association in a general meeting, invalidates a prior act of the directors that could have been valid if that rule had not been made.

30-1: The president, vice-president, secretary, treasurer and one or more persons shall be the directors of the British Columbia Goat Association.

30-2: The number of directors shall be three or a greater number, determined from time to time at a general meeting. And must reside in B.C.

31-1: The directors shall retire from office at each annual general meeting when the successors shall be elected.

31-2: Separate elections shall be held for each office to be filled.

31-3: An election may be by acclamation, otherwise it shall be by ballot.

31-4: If no successor is elected, the person previously elected or appointed continues to hold office for a period of no more than 4 years.

31-5: A member in good standing for six months or more is eligible to hold office, with a maximum of 1 elected position per membership.

- 32-1:** The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 32-2:** A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
- 33-1:** If a director resigns office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- 33-2:** No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 34:** The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 35:** No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for expenses necessary and reasonably incurred by him while engaged in the affairs of the British Columbia Goat Association.

Part 6 - Proceedings of directors

- 36-1:** The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate the meetings and proceedings, as they see fit.
- 36-2:** The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a simple majority of the directors then in office. The quorum for directors shall be no less than 3.
- 36-3:** The president shall be the chairman of all meetings of the directors, but if at a meeting the president is not present within thirty minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their numbers to be chairman of that meeting.
- 36-4:** A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors, with notice to all directors of no less than 7 days.
- 37-1:** A director may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- 37-2:** A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report in writing to the earliest meeting of the directors.
- 38:** A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 39:** The members of a committee may meet and adjourn as they think proper.
- 40:** For a first meeting of directors held immediately following the appointment or election of a director(s) at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly elected or appointed director(s) for the meeting to be constituted, if a quorum of the directors is present.
- 41:** A director who may be absent for at least 3 months from British Columbia must send a waver of notice, which may be made by e-mail or other electronic means, to the Secretary, and until the waver is withdrawn;
- a) no notice of meeting of directors shall be sent to that director; and
 - b) any and all meetings of the directors of the Association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 42-1:** Questions arising at a meeting of the directors and committees shall be decided by a majority of votes.
- 42-2:** In case of an equality of votes the chairman does not have a second or casting vote.
- 43:** No resolution proposed by a meeting of directors or committees need be seconded and the chairman of a meeting may move or propose a resolution.
- 44:** A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

- 45-1:** The president shall preside at all meetings of the British Columbia Goat Association and of the directors.
- 45-2:** The president is the chief executive officer of the British Columbia Goat Association and shall supervise the other officers in the execution of their duties.
- 45-3:** The president shall be an ex-officio member of all committees.
- 45-4:** The president shall represent the British Columbia Goat Association in matters not otherwise provided for.
- 46:** The vice-president shall carry out the duties of the president in his absence.
- 47:** The secretary shall
- (a)** conduct the correspondence of the British Columbia Goat Association;
 - (b)** issue notices of meetings of the British Columbia Goat Association and directors;
 - (c)** keep minutes of all meetings of the British Columbia Goat Association and directors;
 - (d)** submit to all directors a copy of the minutes of all general meetings and directors' meetings within fourteen days of such meetings.
 - (e)** have custody of all records and documents of the British Columbia Goat Association, except those to be kept by the treasurer;
 - (f)** maintain the register of members and to prepare all annual reports.
- 48:** The treasurer shall
- (a)** keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b)** render financial statements to the directors, members and others when required.
- 49-1:** The office of secretary and treasurer may be held by one person, who shall be known as the secretary-treasurer.
- 49-2:** When a secretary-treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to by-law part 5, 31-2.
- 50:** In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Borrowing

- 51:** In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and in particular but not without limiting the foregoing, by the issue of debentures.
- 52:** No debentures shall be issued without the sanction of a special resolution.
- 53:** The members may, by special resolution, direct the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 - Auditor

- 54:** This part applies only where the British Columbia Goat Association is required or has resolved to have an auditor.
- 55:** The first auditor shall be appointed by the directors who shall also fill the vacancies occurring in the office of auditor.
- 56:** At each annual general meeting the British Columbia Goat Association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 57-1:** An auditor shall be promptly informed in writing of appointment or removal.
- 57-2:** An auditor may be removed by ordinary resolution of the members.
- 58:** No director and no employee of the British Columbia Goat Association shall be the auditor.
- 59:** The auditor may attend general meetings.

Part 10 - Notice to members

- 61:** A notice may be given to a member, either personally or by e-mail.

62: A notice sent by e-mail shall be deemed to have been given on the day on which the notice was posted.

63-1: Notice of a general meeting shall be given to:

- (a)** every member shown on the register of members on the day notice is given; and
- (b)** the auditor, if part 9 applies.

63-2: No other person is entitled to receive notice of general meeting.

Part 11 - By-laws

64: On being admitted to membership, each member is entitled to, and the British Columbia Goat Association shall give him without charge, a copy of the constitution and by-laws of the British Columbia Goat Association.

65: These by-laws shall not be altered or added to except by special resolution.

Part 12 - Affiliation

66: The British Columbia Goat Association shall have the powers to affiliate goat keepers clubs.

67: An application in writing for affiliation shall be accompanied by a copy of the list of the officers of the club, and a copy of the constitution, if one exists. The British Columbia Goat Association shall be notified in writing of any changes in the club's list of officers and/or its constitution.

68: A minimum of 5 members of the club must be members of the British Columbia Goat Association.

69: The British Columbia Goat Association and the affiliated club shall agree upon the percentage of the annual membership fee to be allocated to the affiliated club. This amount shall be determined from time to time, as deemed necessary by the board of directors.

70: The following clubs are affiliated with the British Columbia Goat Association:

- (a)** the Fraser Valley Goat Breeders Association, also known as the FVGBA.
- (b)** the Vancouver Island Goat Association, also known as the VIGA.

Part 13 - Official publication

71: The B.C. Goat Facebook page and BCGoat.ca website shall be the official publications of the Association and access shall be included in the annual membership fee.

72: The editor of the page and website shall be appointed/approved by the board of directors. The duties shall be to collect information, edit and publish it to the page as an informative medium for the promotion of the goat industry. If the editor is not a paid employee of the British Columbia Goat Association, they can be one of the directors.

73-1: Any advertising moneys are to be sent to and received directly by the Treasurer of the Treasurer of the Association.

73-2: The editor is responsible for the actual operating expenses and shall work within the limits of the budget for the B.C. Goat News as set out from time to time by the board of directors.

74: The account of the publications shall be available to the directors for inspection at any reasonable time and also be presented at the annual general meeting.

Part 14 - Dissolution

75: On winding up or dissolution of the British Columbia Goat Association funds are assets remaining after all debts have been paid shall be transferred to a institution with purposes similar to those of the British Columbia Goat Association, or, if this cannot be done, to another organization of our choice. This was previously unalterable.