

**The Salmon Arm and Shuswap Lake  
Agricultural Association**

**Constitution**

1. **Article 1.** – Name

The name of the society is: The Salmon Arm and Shuswap Lake Agricultural Association.

2. **Article 2.** Purpose

The purposes of the Association shall be to provide a venue for the promotion, development and education about agriculture, industry, sports, recreation and the arts in the community and to maintain the assets of the Association.

3. **Article 3.** Dissolution

Upon winding up or dissolution of the Society, the assets that remain after payment of all cost, charges and expenses that are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision shall be unalterable.

# Bylaws

## **Article 1. Membership**

**Section 1.** The membership fee of the Association shall be set at the Annual General Meeting. Notwithstanding Article 1, Section 3, the annual renewal fee payable by members shall be due and payable before the day of the Annual General Meeting in order that they may be eligible to vote and hold office. The annual fee payable by new members shall be due and payable by October 31 of the previous year in order that they may be eligible to vote and hold office.

**Section 2.** Any person becoming a member of the Association shall receive through electronic mail a current copy of the Association's Constitution and By-Laws. Where the member is unable to receive an electronic copy of the Constitution and By-Laws, a paper copy will be provided.

**Section 3.** A member ceases to be in good standing when their membership dues are overdue by three months after the AGM, when their letter of resignation has been received by the Secretary, when they die, or are expelled for just cause by the Board of the Association.

**Section 4.** A member may be expelled by a vote of the Board of Directors if, in the opinion of the Board of Directors, the member is or has conducted himself or herself in a manner detrimental to the interests of the Association. The member who is the subject of the proposed expulsion shall be given an opportunity to be heard at the Board of Directors' meeting before the resolution is put to a vote.

**Section 5.** The Association may appoint honorary members for their contribution to the Association with no fee. The honorary membership will carry a vote.

**Section 5 - 1 a** Life memberships may be purchased under the terms and conditions as Article 1, Section 1 memberships. The life membership shall carry a vote.

## **Article 2: Officers and Directors**

**Section 1.** The Officers shall consist of President, Vice-President, Secretary, Treasurer and Past President. The past president shall carry a vote.

**Section 2.** The Board of Directors shall consist of the Officers plus six duly elected Directors.

**Section 3.** The Officers and Directors shall be elected at each Annual General Meeting and shall hold office until the next Annual General Meeting.

**Section 4.** Any office becoming vacant between the Annual General Meeting of the Association may be filled by the Board of Directors at any regular meeting.

**Section 5.** Any officer or Director may be removed from office by a special resolution of the Association.

**Section 6.** Duties of the President – It shall be the duty of the President, or in their absence the Vice-President or the Past President, to preside at all meetings of the Association and Board of Directors, preserve order, give the casting vote, which will be their only vote, call special meetings of the Association and Board of Directors, sign all financial and official documents, inspect and announce the result of ballots and voting, and have a general supervision of all matters pertaining to the interests of the Association.

**Section 7.** Duties of the Secretary – It shall be the duty of the Secretary:- keep minutes of the Association and of the Board of Directors, record the names and receive membership fees of all members, maintain a list of all members, correspond with other members of the Association and keep copies of all correspondence, furnish such information to members of the Association as may be required, prepare and publish all notices of meetings, prepare and forward the annual report to the registrar of Societies and to perform such other duties as the Association or Board of Directors may require.

**Section 8.** – Duties of the Treasurer – It shall be the duty of the Treasurer to receive all moneys, pay bills, issue receipts when appropriate, keep account of all cash received and paid out, and make regular reports to the Finance Committee and the Board of Director's meetings. In consultation with other committees, prepare the annual budget to be presented at the Annual General meeting for approval.

### **Article 3 – Board of Directors**

**Section 1.** The Board of Directors shall be responsible for the general management of the Affairs of the Association in the interim of all Annual General Meetings.

**Section 2.** The Board of Directors shall fill up to two vacancies occurring between elections at the Annual General Meetings. Other vacancies shall be filled at the general meeting.

**Section 3.** A Director's position will become vacant if he or she has unexcused absences from three consecutive meetings.

**Section 4.** Six Board Directors (including 2 Officers) shall constitute a quorum for the transaction of Association Business. In the absence of the President, one of the Officers attending will act as Chairperson.

**Section 5.** The Board shall have the power to make its own procedural rule (not inconsistent with the Bylaws), and arrange for the time and place for holding its own meetings.

**Section 6.** The Association's Officers, Directors and membership shall not receive remuneration for those tasks and activities associated with their role. The Association's Directors, Officers and membership may receive remuneration where prescriptive Association policy and procedures exist as long as the paying of remuneration does not contravene guidelines and regulations of the Society Act and/or funding agencies. Remuneration may be received for expenses incurred while engaged in the business of the Association upon the appropriate documentation received by the Treasurer. When receipts are not available such as mileage, reimbursement for pre-authorized expenses shall be at the discretion of the Board annually.

#### **Article 4. Meetings**

**Section 1.** The Annual General Meeting of the Association shall be held at least once in every calendar year and within 6 months of the fiscal year end. All members and appropriate media will be notified one month before the Annual General Meeting of the Association.

**Section 2.** A special meeting of the Association shall be called at the request of 10% or at least ten members, whichever is less or by the Board of Directors. Fourteen days notice to be given to all members.

**Section 3.** At any General meeting of this Association, ten voting members shall form a quorum.

**Section 4.** Proxy voting will not be allowed.

#### **Article 5. Property**

**Section 1.** All property of the Association shall be held in the name of the Association, and shall not be disposed of or borrowed against or encumbered, except by vote of 75% of the members present at the Annual General Meeting or at a special meeting called for that purpose, in accordance with the Society Act.

**Section 2.** Any deed, conveyance or other document dealing with the property of the Association shall be sealed with the seal of the Association and signed by the President, Vice President and one director or two officers and two directors.

**Section 3.** All Association assets, capital or otherwise, shall be inventoried. Inventory of such assets shall be tracked and reviewed as determined in Association Policy and Procedures.

### **Article 6. Constitution and Bylaws**

**Section 1.** No alteration shall be made to the Constitution and Bylaws unless, a notice has been given in writing to the Secretary at least one month previous to the meeting, it is agreed to by a majority of 75% of the voting members present at the Annual General Meeting or a special general meeting called for that purpose, and it has been accepted by the registrar of companies.

### **Article 7. Finance**

**Section 1.** The fiscal year of this Association shall commence on the first day of January in each year, and end on the thirty-first day of December.

**Section 2.** The financial records of the Association shall be subject to review by the Finance Committee and if required an independent auditor.

**Section 3.** All monies of the Association shall be held on deposit in a Canadian Chartered Bank, Credit Union or Trust Company with a guarantee of deposit.

The original bylaws were repealed and replaced with the above according to a special resolution passed January 11, 2000.

The constitution was amended to the above according to a special resolution passed February 7, 2002.

The Bylaws were amended to the above according to a special resolution passed February 12, 2009.

The Bylaws and Constitution were repealed and replaced with the above according to a special resolution passed May 16, 2013.

The Bylaws were amended to the above according to a special resolution passed at the Annual General Meeting – February 19, 2015.