

## SCHEDULE A

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### FORM 2

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## SOCIETY ACT

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### BYLAWS

Here set forth, in numbers clauses, the bylaws providing for the matters referred to in Section 6(1) of the *Society Act* and any other bylaws.

#### Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) “directors” mean the directors of the society for the time being;
  - (b) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “registered address” of a member means his address as recorded in the register of members.
- (2) The definitions of the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### Part 2 – Membership

3. There shall be three classes of membership as follows:
  - (a) regular members (“members”);
  - (b) associate members (“associate members”);
  - (c) honorary members (“honorary members”).
4. No membership fees are to be charged to the members, associate members, or honorary members in order to belong to the society. This does not prohibit a fee being charged for special functions.
5. Every member, associate member, and honorary member shall uphold the Constitution and comply with these bylaws.

**Members:**

6. The members shall be limited to all current members, from time to time, of the View Royal Fire Department.
7. Members are entitled to all the rights and privileges provided by the society
8. A person shall cease to be a member of the society:
  - (a) by delivering his resignation in writing to a director of the society or by mailing or delivering it to the address of the society;
  - (b) on being expelled;
  - (c) on having been a member not in good standing for 12 consecutive months; or
  - (d) on ceasing to be an operational member of the View Royal Fire Department.
- 8A.
  - (a) A member may be expelled by a special resolution of the members passed at a General Meeting.
  - (b) The notice of special resolution of expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
- 8B. A member will not be in good standing if the member fails to uphold the Constitution and comply with these bylaws, or if the member fails to comply with the rules and regulations (as they may exist from time to time) of the society.

### **Associate Members:**

9. The associate members shall consist of volunteer staff whose operational role in the View Royal Fire Department is other than that of a firefighter or an officer. This includes but is not limited to persons acting in a specialty operational/training position. In any event, a person seeking associate status will be required to be accepted into the society by a majority vote of the full membership.
10. Associate members shall not have any voting rights in the society and will not be entitled to notice of or attend any meetings, but will be entitled to attend the following social functions held by the society:
  - (a) Annual Banquet;
  - (b) Adult and Children's Christmas Parties;
  - (c) Annual Barbeque;
  - (d) Court Whist (Casino) Night;
  - (e) Ladies Appreciation Luncheon (honourary spouses and significant others only);
  - (f) Levy Night; and
  - (g) any other function for which an invite is approved by the members.
11. A person shall cease to be an associate member of the society:
  - (a) by delivering his resignation in writing to a director of the society or by mailing or delivering it to the address of the society;
  - (b) on being expelled;
- 11A (a) an associate member may be expelled by a special resolution of the members passed at a General Meeting.
  - (b) The notice of special resolution of expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (d) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
- 11B an associate member will not be in good standing if the associate member fails to uphold the Constitution and comply with these bylaws, or if the associate member fails to comply with the rules and regulations (as they may exist from time to time) of the society.

### **Honorary Members:**

12. The honorary members shall consist of those persons who have served at least ten years (cumulative) on the View Royal Fire Department.
13. Honorary members shall not have any voting rights in the society and will not be entitled to notice of or attend any meetings, but will be entitled to attend the following social functions held by the society:
  - (a) Annual Banquet;
  - (b) Adult and Children's Christmas Parties;
  - (c) Annual Barbeque;
  - (d) Court Whist (Casino) Night;
  - (e) Ladies Appreciation Luncheon (honourary spouses and significant others only);
  - (f) Levy Night; and
  - (g) any other function for which an invite is approved by the members.
14. A person shall cease to be a honorary member of the society:
  - (a) by delivering his resignation in writing to a director of the society or by mailing or delivering it to the address of the society;
  - (b) on being expelled;
- 14A (a) An honorary member may be expelled by a special resolution of the members passed at a General Meeting.
  - (b) The notice of special resolution of expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
- 14B An honorary member will not be in good standing if the honorary member fails to uphold the Constitution and comply with these bylaws, or if the honorary member fails to comply with the rules and regulations (as they may exist from time to time) of the society.
15. A person may be an honorary member and an associate member at the same time.

### **Part 3 – Meetings of Members**

16. General meetings of the society shall be held immediately following the evening drill practice of the View Royal Fire Department on the first and third Thursdays of each month, to be held on the 2<sup>nd</sup> floor of the View Royal Fire Hall, 280 Island Highway, Victoria, British Columbia, or at such other time and location as the directors may decide.
- 16A Roberts Rule of Order, newly revised shall be the authority at any meeting of the society.
17. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
18. Notice of any change in the general meetings or of the annual general meeting may be given by:
  - (a) posting of a notice of such change in the View Royal Fire Hall, 280 Island Highway, Victoria, British Columbia; or
  - (b) mailing a notice to the members as provided for in Part 10; not less than 10 days before the day of such meeting.

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

19.
  - (a) 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.
  - (b) 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.
  - (c) A quorum is 10 members present or a greater number that the members may determine at a general meeting.
20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the next scheduled time and place for a general meeting as referred to in Bylaw No. 16, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
21. Subject to Bylaw No. 22, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
22. If at a general meeting:
  - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or

- (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
23. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
24. (a) A member in good standing present at a meeting of members is entitled to one vote.
- (i) Despite subsection (a), a member is not entitled to a vote until they have successfully completed their operational probationary period
- (b) Voting is by a show of hands.
- (c) Voting by proxy is not permitted.

### **Part 5 – Directors and Officers**

25. The number of directors of the society shall be five.
26. The officers of the society shall consist of the president, vice president, secretary, and treasurer.
27. The president, vice president, secretary, treasurer, and a member at large shall be elected by the members of the View Royal Fire Department, as they may be from time to time, shall also act as the Directors of the Society.
28. Any member of the society may act as a director or officer of the society with the exception of any chief, deputy chief or assistant chief officer. However, an associate or honorary member is not entitled to act as a director or officer of the society.
29. The directors and officers of the society shall be elected or re-elected every two years by the members.
30. A director or officer shall cease to hold office upon their ceasing to be a member of the society.
31. (a) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall hold an election within thirty days of his resignation, to appoint a member to take the place of the former director.
- (b) No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in office.
32. (a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:
- (i) all laws affecting the society;
  - (ii) these bylaws; and

- (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
  - (b) No rule, made by the society at a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
33. The members may, by a vote 75% of the entire membership, remove a director before the expiration of his term of office and may elect a successor to complete the term of office. A motion to remove a director must be tabled for at least two weeks or until the next meeting of the society.

### **Part 6 – Proceedings of Directors**

34. (a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (c) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 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 number to be chairman at that meeting.
- (d) A director may at any time, convene a meeting of the directors.
35. For a first meeting of directors held immediately following the election of a director or directors at an annual or other general meeting of members, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver or notice, which may be by email, letter, fax, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver 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 society, notice of which has not been given to that directors shall, if a quorum of the directors is present, be valid and effective.
37. (a) Questions arising at a meeting of the directors shall be decided by a majority of votes.
- (b) In case of an equality of votes, the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed at a meeting of directors.

40. For the purpose of carrying out the objectives of the society, the directors may authorize expenditures not exceeding \$500.00. The approval of the members at a general meeting or at the annual general meeting must be obtained to expend funds in excess of \$500.00.

### **Part 7 – Duties of Officers**

41. (a) The president shall preside at all meetings of the society and of the directors.
- (b) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- (c) The president shall act as an ombudsman on behalf of the members and shall represent the members concerns in good faith to the chief officers of the View Royal Fire Department, town administrator, and mayor and town council.
42. The vice president shall carry out the duties of the president during this absence.
43. The secretary shall:
- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society; and
- (f) maintain the register of members;
44. The treasurer shall:
- (a) keep the financial records, including the books of account, necessary to comply with the *Society Act*; and
- (b) present before the members of the society at the annual general meeting a financial statement showing the income and expenditures, assets and liabilities, of the society during the preceding fiscal year.
45. The member at large shall:
- (a) represent the interests of the general membership and conducts projects and accepts duties as assigned by the other officers
- (b) perform the duties and responsibilities of an officer or director should their position become vacant. They shall serve in such capacity until such time an election is held.
- (c) Assist the other officers with the administration of their duties.
46. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## Part 8 – Committees

47. 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 30 minutes after the time appointed for holding the meeting, the persons present who are members of the committee shall choose one of their number to be chairman of the meeting.
48. The members of a committee may meet and adjourn as they think proper.
49. Committees that are funded on an annual basis must submit a proposed budget for the year's expenditures to the members and to be approved at the AGM
50. Committees have an annual pre-allocated budget will have their budget submitted by the treasurer for approval by the members at the AGM

51. **Social**

The mandate of the social committee is to initiate, coordinate, and implement recreational activities for the society. The Social Committee shall also:

- a) submit a proposed annual budget for funding and manage the approved budget;
- b) consist of no more than five members and their spouses and no less than three members and their spouses;
- c) hold their post for a minimum of two years and shall hold nominations and elections for two members every alternate year by the members or from time to time; and
- d) return to the general coffers of the society any unused funds before the following AGM.

52. **Honorary**

The honorary committees mandate is to maintain the constitution and bylaws, establish and regulate the selection of honorary members, maintain all artifacts and memorabilia regarding honoraries, and act as a liaison between the honoraries and the members.

- a) The honorary committee shall consist of no more than five members;
- b) There are no elections or a prescribed term of office;
- c) A member can resign at anytime;
- d) Any member of the society can be acclimated to become a member of the committee by those remaining on that committee

53. Temporary committees can be formed for the benefit of the society from time to time. Temporary committees may have as many members as required and must report back to the society of their activities/discoveries as required by the society. If funding is required, a written request of the proposed budget amount must be presented to the society and must be approved prior to the committee carrying on with their business. Temporary committees can be disbanded as required by the committee members. Any unused funds must be returned to the general coffers of the society within 60 days of disbandment.

### **Part 9 – Seal**

54. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
55. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolutions, or if no persons are prescribed, in the presence of the president and secretary or president and secretary/treasurer.

### **Part 10 – Borrowing**

56. In order to carry out the purposes of the society, the society shall have the power to borrow or raise or to secure the payment of money in such manner as the society shall think fit. Such transactions shall be entered into without the authorization of a special resolution of the members.

### **Part 11 – Notices to Members**

57. A notice may be given to a member, either personally, by regular mail, or email to him at his registered address.
58. A notice sent by regular mail or email shall be deemed to have been given on the second day following that on which the notices is posted, and in providing that notices has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

### **Part 12 – Bylaws**

59. On being admitted to membership, each member is entitled to and the society shall give him without charge, a copy of the constitution and bylaws of the society.
60. Proposals to amend the constitution and bylaws may be initiated by the directors, the honorary committee or by an individual member. If the proposal to amend the constitution and bylaws is initiate by an individual member, it must be accompanied by a petition signed by at least 10 other members.
61. These bylaws shall not be altered or added to except by special resolution. A majority vote of the entire membership is required to amend these bylaws.