

## **B.C. TURKEY ASSOCIATION**

### **SCHEDULE 'B' – BY-LAWS**

#### **1. TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS:**

[a] Active members: All persons, firms or corporations presently registered by the British Columbia Turkey Marketing Board to produce turkeys or turkey hatching eggs in British Columbia

[b] Associate Members: All persons, firms or corporations presently engaged within British Columbia, in the improvements of the breed, sale or purchase of turkeys, and all other persons, firms or corporations directly connected with the turkey raising industry, not being producers who apply for such membership and are approved by the directors.

#### **POWERS:**

Active Members:

- An active member may hold any office.
- An active member may sit on any committee.
- Otherwise have full privileges, rights and liabilities of a member in the Society.

Associate Members:

- An associate member may sit on any committee but may not hold office of President, Vice-President, or sit on the Board of Directors.
- Otherwise have full privileges, rights and liabilities of an active member in the Society.

[c] To meet the expenses of this Society and the carrying out of its objectives and purposes,

- The Society shall rent the facilities it owns firstly to the BC Turkey Marketing Board and failing that to another renter.
- Associated members shall be assessed a membership fee at an annual rate to be determined from time to time by the directors, and approved by the membership.
- Each member shall pay to the Society such special assessments as the Directors may from time to time determine, and which are passed as a Special Resolution.

**2. CONDITIONS OF WITHDRAWALS OF MEMBERS AND MANNER, IF ANY, IN WHICH A MEMBER MAY BE EXPELLED:**

- [a] Any active member, who shall, for any reason, cease active operations in raising turkeys, disposing of turkeys or turkey eggs, for a period of twelve (12) consecutive months, except as hereinbefore provided, shall at the end of that twelve (12) months, automatically become an associate member.
- [b] If a member makes default in payment of any money due the Society and continues in default for a period of thirty (30) days after notice of such default has been mailed to his address, the Secretary-Treasurer of the Society shall thereupon notify such member that unless all arrears shall be paid at the expiration of fifteen (15) days from the mailing of such last mentioned notice, his name shall be brought before the next meeting of the directors for action and if the Directors by a two-third's vote shall so determine, such member may be suspended from membership until all arrears have been paid.
- [c] Any member of the Society may be suspended or expelled for violation of any By-Law or Regulation of the Society, by Resolution of the Directors by a two-thirds vote of the members of the Board. The Secretary-Treasurer shall mail to the member complained of a Notice of the time and place of the meeting of the Directors at which the complaint is to be considered, and the member so complained of shall be entitled to be heard at such meeting. A complaint relative to any member under this clause may be made in writing by any two members of the Society.
- [d] Any member so suspended shall not, during the period of such suspension, be entitled to be present at or vote at any meeting of the Society or Board of Directors, and shall not be eligible to be elected as a Director or Officer so long as he continues in default and if he be an officer or member of the Board of Directors, he shall cease so to be, provided, however, that nothing in this section shall release any defaulting member from any liability in respect of the payment of any dues, assessments or liabilities due or accruing due by any such member or from any contractual liability to the Society.
- [e] Any member suspended or expelled under Clause 2[c] shall have a right of appeal to a General Meeting of the Society, and the Secretary-Treasurer, upon receipt of a written request from such member shall call a meeting of the Society to be held within fifteen (15) days after receipt of such request for the purpose of dealing with same.

**3. MODE AND TIME OF CALLING GENERAL AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM OF ANY SUCH MEETING AND RIGHTS OF VOTING:**

- [a] The Annual General Meeting of the Society shall be held at a place to be determined by the directors on a date not later than the 31<sup>st</sup> day of March, and should be held on the same day and at the same place as the Annual General Meeting of Board.
- [b] Special General Meetings of the Society may be held at any time on the call of the President or Vice-President, or shall be called by the Secretary-Treasurer on a requisition signed by five members of the Society. Such requisition shall be delivered to the Secretary-Treasurer and such meeting shall be called for a date not more than fifteen (15) days from the date of such delivery.

- [c] Notice of all general meetings of the Society shall be mailed by the Secretary-Treasurer at least seven days before the date of the meeting so called.
- [d] Ten (10) members holding or entitled to exercise a majority of the votes under clause 3[h] hereof, shall constitute a quorum at any General Meeting of the Society.
- [e] Each member shall be entitled to one vote upon any resolution.
- [f] At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or on the declaration of the result of the show of hands, demanded by at least one member entitled to a vote – and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, shall determine the result of the vote, and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution. Votes at any General Meeting may be given in person or by proxy duly authorized in writing.
- [g] If a poll be duly demanded it shall be forthwith taken at the same meeting, and shall be taken in such manner as the Chairman of the Meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- [h] On a poll each member shall have one vote.
- [i] In case of an equality of votes on a show of hands the Chairman of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.
- [j] In case of an equality of votes on a show of hands the Chairman of the meeting at which the poll is taken shall be entitled to one casting vote in addition to the vote or votes to which he is otherwise entitled.

#### **4. APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS AND REMUNERATIONS:**

- [a] The officers of the Society shall consist of President, a Vice-President and a Secretary-Treasurer; the President and Vice-President shall be elected from the Directors and the Secretary-Treasurer who may be a Director or a non-Director and shall be appointed at the first Directors' meeting following the Annual Meeting. Each officer shall hold office for one year unless removed under Section 4[f] or ceasing to be a member of the Society. The Directors may appoint such Committees as it may consider advisable.
- [b] There shall be a Board of Directors consisting of up to six members. Each Director's term shall be for up to two years. Directors will be elected from the Registered Growers. Terms of the Elected Directors shall be staggered in order to provide continuity.
- [c] Any casual vacancy occurring in the Board of Directors may be filled by the directors.
- [d] A retiring Director shall be eligible for re-election.
- [e] The President and Vice-President shall be ex-officio members of all committees. Any

casual vacancies in such offices may be filled by the Board.

- [f] Any Officer or member of the Board of Directors may be removed for misconduct or for neglect of duty at any Annual General Meeting or Special General Meeting called for that purpose, by a two-thirds vote of the members present. All complaints must be reduced to writing and delivered to the Secretary-Treasurer, who shall mail to the person complained of at his last known address, a notice of said meeting and the purpose of the complaint, at least seven (7) days before the date of such meeting and such person shall be entitled to be heard at such meeting.
- [g] The President shall preside at all meetings of the Society and of the Board of Directors, and shall perform such other duties as are herein provided.
- [h] The Vice-President shall, in the absence of the President, preside at all meetings of the Society and of the Board of Directors. In the absence of the President and Vice-President, a Chairman shall be elected from the Board of Directors.
- [i] The Directors shall lay before the members at the Annual General Meeting of the Society, a balance sheet and statement of revenue and expenditures made up the 31<sup>st</sup> day of December immediately preceding said Annual General Meeting. The balance sheet shall be accompanied by a report of the Auditors and by a report of the President on behalf of the Directors as to the state of the financial affairs of the Society, and the budget for the Society's operations for the following year.
- [j] The Secretary-Treasurer shall be responsible for all correspondence, the checking of accounts, collection of information and statistics in connection with the work of the Society and shall perform such other duties as the Directors may require. The remuneration of the Secretary-Treasurer shall be fixed by the Board of Directors.
- [k] The Secretary-Treasurer shall have charge of the collection of all dues, assessments and money for and on account of the Society and shall deposit all money so collected in a chartered bank approved by a resolution of the Board of Directors. He shall see that an accurate record is kept of all money received and disbursed by the Society, and of the assets and liabilities of the Society, and full statements thereof duly audited by the Auditor of the Society shall be presented at the Annual General Meeting of the Society.
- [l] The funds of the society shall be in the custody of the Secretary-Treasurer, and all cheques, notes and orders for the payment of money shall be signed by one Director and the Secretary-Treasurer, or in the absence of the Secretary-Treasurer, by such other person as the Directors may appoint. All commitments of a special nature must be authorized by the Board of Directors.
- [m] Three Directors shall constitute a Quorum at any meeting of the Board of Directors.
- [n] Meetings of the Board of Directors may be called at any time by the President, Vice-President or Secretary-Treasurer, or by any four Directors, and the Directors may regulate the calling of all proceedings at their meetings as they see fit.
- [o] Funds of the Society may be used for the purpose of;
  - (i) reimbursing the Officers, Directors and Committee Members for necessary travelling and other expenses as approved from time to time at Directors' Meetings.

- (ii) remunerating the Officers, Directors and Committee Members at a Per Diem rate  
To be determined by the membership from time to time at General Meetings of the Society.

## **5. POWERS OF DIRECTORS:**

In addition to all other powers conferred by law, the Board of Directors shall have the power:

- To make arrangements with similar societies, associations or corporations within and without the Province of British Columbia, for the interchange of information relative to the raising, improving and sales of turkeys or for promoting the welfare of the Society's members.
- To watch over and protect the interest of the Society in relation to the objects of the Society.
- To take up, on behalf of any member, any legal or other proceedings involving any matter of common interest to the Society as a whole.
- To provide ways and means of raising the necessary money to pay and defray expenses incurred in carrying out the objectives of the Society, and to make in accordance with the By-Laws, assessments on the members of the Society in such amounts and at such times as the Directors may determine, such assessments when made to constitute a debt due to the Society by the respective members.
- To apply for and obtain trademarks and other registrations.
- To enter into contracts or agreements with any person, partnership, society or company, whether a member of this Society or company or not, in relation to the objects of the Society; all such contracts to be signed by the President or Vice-President and the Secretary-Treasurer, with the seal of the Society affixed thereon.
- To acquire and own real estate.
- To raise, borrow or secure the payment of any sum or sums of money for the purpose of the Society, subject to Section (10) of "The Societies Act".

## **6. AUDIT OF ACCOUNTS AND ELECTION OF AUDITORS:**

- [a] At each Annual General Meeting of the Society an Auditor shall be appointed and he shall hold office until the next Annual General Meeting.
- [b] The Directors may fill any casual vacancy in the office of Auditor.
- [c] The remuneration of the Auditor shall be fixed by the Directors.

## **7. CUSTODY AND USE OF THE SEAL OF THE SOCIETY:**

The seal of the Society shall remain in the custody of the Secretary-Treasurer and shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director and the Secretary-Treasurer, or other persons appointed by the Board for such purpose; and a Director and the Secretary-Treasurer or such other persons shall attest by their signatures every instrument to which the Seal of the Society is so affixed in their presence.

**8. MANNER OF ALTERING BY-LAWS:**

These By-Laws may be altered, amended, added to, changed or repealed in whole or in part and new By-Laws adopted in lieu of all or any thereof at any regular or special General Meeting of the Society, by extraordinary resolution provided it is stated in the notice calling such meeting that amendments of the By-Laws will be proposed and a copy of the proposed amendment or amendments or the substance thereof be incorporated in or accompany the notice of the meeting.

**9. PREPARATION AND CUSTODY OF MINUTES OR PROCEEDINGS OF MEETING OF THE SOCIETY AND OF THE DIRECTORS AND OTHER BOOKS AND RECORDS OF THE SOCIETY:**

[a] The Secretary-Treasurer shall cause Minutes of all proceedings of general meetings, Directors' meetings and meetings of Committees to be extended entered in the books kept for that purpose.

[b] The Minute Book and books of accounts shall be kept at the registered office of the Society, or at such other place as the Directors prescribe, and shall always be open to inspection by the members during business hours.

**10. MEMBERSHIP IN OTHER SOCIETIES OR ASSOCIATIONS:**

The Society may subscribe to become a member of or co-operate with any other Society or Association or Corporation within or without British Columbia, whether incorporated or not, whose objects are in whole or in part similar to the objects of this Society.

**11. NOTICES:**

The Secretary-Treasurer shall keep a register in which shall be entered the names and addresses of all members and any change in such addresses and any notice required to be given to any member may be validly given by prepaid letter addressed and mailed to the member at his address appearing in such Register, and shall be deemed to be received at the expiration of five (5) days from the time at which such Notice is mailed.

**12. REGISTERED OFFICE:**

The registered office of the Society shall be Suite 106, 19329 Enterprise Way, in the City of Surrey, Province of British Columbia.