



**BRITISH COLUMBIA  
GRAPEGROWERS'  
ASSOCIATION**

**Constitution & Bylaws**  
**of the**  
**British Columbia Grapegrowers' Association**

***Amendments:***

***1) Society name change – August 2004***

***2) Bylaws – Part 5 – Directors and Officers; sections 28 & 32 – May 2010***

***Amended August 11, 2004***

## **SOCIETY ACT**

### **Constitution of the**

### **BRITISH COLUMBIA GRAPEGROWERS' ASSOCIATION**

The purposes of the society are:

- (a) To represent, promote and advance the interests of grapegrowers in British Columbia;
- (b) To promote agreement among grapegrowers in representations to governments at all levels and to wineries and other wine and grapegrowing related industries;
- (c) To co-operate with governments at all levels and with wineries and other wine and grapegrowing related industries to improve the economic welfare of the grapegrowing industry in British Columbia and the quality of grapes and wine in British Columbia;
- (d) To work toward stable and profitable markets for British Columbia grapes and wine;
- (e) To set priorities and to undertake and coordinate research in all areas of viticulture and to cooperate with governments, academic institutions, wineries and other interested parties in areas of viticultural and oenological research;
- (f) To disseminate information to grapegrowers on grape varieties, viticultural practices, harvesting methods, prices and marketing of grapes;
- (g) To enhance the knowledge of grapegrowers and the consumers of grapes and wine through educational programs and materials;
- (h) To co-operate with other agricultural or horticultural organizations of primary producers with similar objectives, as the directors or members may consider advisable.

## ***Bylaws – Amended May 26, 2010***

### **Schedule B**

### **SOCIETY ACT**

### **Bylaws of the**

## **BRITISH COLUMBIA GRAPEGROWERS' ASSOCIATION**

### **Part 1 — Interpretation**

1. (1) In these bylaws, unless the context otherwise requires:
  - (a) "**directors**" means the directors of the society for the time being;
  - (b) "**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;
    - "**registered address**" of a member means the member's address as recorded in the register of members;
    - "**grapegrower**" means a person, partnership of persons, corporation or joint venture that grows grapes on a commercial basis, either for that party's or parties' own use in processing of wine or for sale to third parties.
- (2) The definitions in 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. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. The members of the society include Full Members and Associate Members (as hereinafter defined) which shall have the rights and obligations attached to each class of membership. Unless otherwise specifically so stated herein the word "member" shall refer collectively to the Full Members and Associate Members of the society for the time being.
4. (1) A person who is a grapegrower may apply to the directors for membership in the society as a Full Member and on payment of any dues set by the society is entitled to be a Full Member and shall remain so unless that person otherwise elects or ceases to be a Full Member pursuant to clause 9 of these bylaws.
  - (2) Any person who is not a grapegrower, but who has a vested interest in the British Columbia grape and wine industry by reason of that person's involvement in and with that industry, as determined by the directors, may apply to become an Associate Member and upon payment of any dues set by the society is an Associate Member and shall remain so

unless that person otherwise elects or ceases to be an Associate Member pursuant to clause 9 of these bylaws.

5. No Associate Member may stand for election as an officer or director or vote in any election for officers or directors or vote respecting any money bylaws or budgets to be approved by the members of the society.

6. All Associate Members shall enjoy all benefits of the society, save and except those referred to in clause 5.

7. Every member must uphold the constitution and comply with these bylaws.

8. The amount of the first annual membership dues for Full Members and for Associate Members must be determined by the directors and after that the annual membership dues for Full Members and for Associate Members must be determined at the annual general meeting of the society.

9. A person ceases to be a member of the society

- (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his death or, in the case of a corporation, on dissolution,
- (c) on being expelled,  
on having been a member not in good standing with respect to payment of dues to the society for 12 consecutive months,
- (e) in the case of a Full Member on ceasing to be a grapegrower on a commercial basis,  
or
- (f) in the case of an Associate Member on ceasing to have a vested interest in the British Columbia grape and wine industry by reason of that person's involvement in and with that industry, as determined by the directors.

10. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

11. 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 the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

12. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.

13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

14. The directors may, when they think fit, convene an extraordinary general meeting.
15. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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.

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

17. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
- (i) the adoption of rules of order,
  - (ii) the consideration of the financial statements,
  - (iii) the report of the directors,
  - (iv) the report of the auditor, if any,
  - (v) the election of directors,
  - (vi) the appointment of the auditor, if required, and
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
18. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is fifteen percent of the Full Members plus any Associate Members present or such greater number that the members may determine at a general meeting but never less than three Full Members plus any Associate Members present.
19. 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, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, 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.
20. Subject to bylaw 21, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

21. 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 the chair, the members present must choose one of their number to be the chair.
22. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
23. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does 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 does not pass.
24. (1) A Full Member in good standing present at a meeting of members is entitled to one vote, and subject to clause 7, an Associate Member in good standing is entitled to one vote; provided however that a corporate member shall have registered with the society the name of the individual authorized to vote for the corporate member and if it has not registered the name of that individual it shall not be entitled to vote until that registration has been completed.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
25. A corporate member that has complied with clause 24(1) 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 must be considered as a member for all purposes with respect to a meeting of the society.

### **Part 5 — Directors and Officers**

- 26 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

27. The number of directors must be 5 or a greater number determined from time to time at a general meeting.

28. (1) Terms of Office - The Term of Office for the directors shall be two years.

- In any one year, half of the directorships will be filled and half will remain, thereby ensuring continuity from year-to-year.
- In the first term the Board of Directors will be elected for staggered terms – one half to be elected for a two-year term and the balance elected for a one-year term.
- Directors cannot serve more than three (3) consecutive two-year terms.

(2) The directors must retire from office at the annual general meeting when their terms expire and their successors are elected.

(3) The members shall elect the directors of the society and the directors shall elect from one of their number a president and vice-president and such other officers as they consider necessary to the proper interests of the society and the directors shall set the remuneration, if any, for the secretary and treasurer. The past president shall be appointed to the Board for a one-year ex-officio term.

(4) The remuneration of any director and of the president and vice-president shall be set by the annual general meeting by ordinary resolution.

(5) The Board will establish a Nomination Committee and Committee Chair from its members each year, which shall nominate eligible persons for election to the Board of the Society and be responsible for conducting the election.

(6) Nominations may be made by the membership at the annual general meeting providing the nomination is seconded and accompanied by the consent of the nominee.

(7) An election may be by acclamation; otherwise it must be by ballot.

(8) A ballot vote will be conducted by a minimum of two (2) scrutineers, who are appointed by the Nominating Committee.

(9) A ballot will be not be valid if a member votes for more nominees than the number of directors to be elected.

(10) If a successor is not elected, the person previously elected or appointed continues to hold office.

29. (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.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

30. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

31. 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.

32. Directors shall be remunerated for being or acting as a director only as provided for in clauses 28(3) and 28(4), but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

### **Part 6 — Proceedings of Directors**

33. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

34. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

35. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

36. The members of a committee may meet and adjourn as they think proper.

37. For a first meeting of directors held immediately following the appointment or election of a director or directors 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 in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

38. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telefax, or electronic mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,



- (a) a notice of meeting of directors is not required to 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 director, if a quorum of the directors is present, are valid and effective.

39. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

40. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

41. 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**

42. (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

43. The vice president must carry out the duties of the president during the president's absence.

44. The secretary must do the following:

- (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;
- (f) maintain the register of members.

45. The treasurer must

- (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.

46. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under clause 27.

47. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 8 — Seal**

48. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
49. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president or vice president and secretary or else the president or vice president and secretary treasurer.

### **Part 9 — Borrowing**

50. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
51. A debenture must not be issued without the authorization of a special resolution.
52. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

### **Part 10 — Auditor**

53. This Part applies only if the society is required or has resolved to have an auditor.
54. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
55. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
56. An auditor may be removed by ordinary resolution.
57. An auditor must be promptly informed in writing of the auditor's appointment or removal.
58. A director or employee of the society must not be its auditor.
59. The auditor may attend general meetings.

### **Part 11 — Notices to Members**

60. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
61. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
62. (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

**Part 12 — Bylaws**

63. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

64. These bylaws must not be altered or added to except by special resolution.