

## VANCOUVER AMATEUR WINEMAKERS ASSOCIATION CONSTITUTION

- Name: The name of the society is **Vancouver Amateur Winemakers Association**.
- Purpose: The purpose of the society is to bring together in a friendly atmosphere persons interested in the art of amateur wine and beer making to engage in discussion, lectures, demonstrations and events furthering the art of scientific wine and beer making.

### BYLAWS

The bylaws of the Society are those set and subsequently amended to comply with the Society Act:

#### *Part I - 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;
  - (c) "registered address" of a member means his address as recorded in the registrar of members.
- 1.2 The definitions of the *Society Act* on the date these bylaws become effective apply to these bylaws. (VAWA certified for incorporation by Registrar of Companies Aug. 8, 1995)
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 II - Membership*

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4.1 There shall be three classes of members in the Society: Ordinary members, Family Members and Honourary Life Members.
- 4.2 A person may apply to the directors for membership in the society and on acceptance by the directors shall be an Ordinary Member. Family Membership shall consist of two persons from the same immediate family and both shall be considered as Ordinary Members. Family Membership shall have one vote.
- 4.3 Honourary Life Members shall be persons recommended as such and shall be by the unanimous vote of the directors in appreciation of services rendered the Society or for any other reason which the directors shall deem sufficient. They shall be entitled to all the rights and privileges of Ordinary Members.
- 4.4 Recommendation for Honourary Life Membership shall be by a three person committee appointed by the directors and shall be composed of two Ordinary Members and one Honourary Member.
- 4.5 Honourary Life Members shall be presented with an appropriate scroll at the Society's Annual

Competition.

- 4.6 Prospective members will be allowed to visit the Society three times but on the third visit will be expected to apply for membership.
5. Every member shall uphold the constitution and comply with the bylaws.
- 6.1 The amount of the first annual membership dues shall be determined by the directors and after that the annual dues for Ordinary and Family Members shall be determined at the January General Meeting.
- 6.2 Honourary Life Members shall not be required to pay any further annual membership dues after their appointment.
- 6.3 When a new member joins after the 1st of February, the current year's dues shall be calculated on a pro-rata basis.
- 6.4 All dues shall be payable by the 31st of January.
7. A person shall cease 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; or
  - (d) on having been a member not in good standing for 2 consecutive months.
- 8.1 A member may be expelled by a special resolution of the members passed at a general meeting.
- 8.2 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 8.3 The person who is 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.
9. 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 to the society and he is not in good standing so long as the debt remains unpaid.

*Part 3 - Meetings of Members*

10. General meetings shall be held once a month from September through June.
11. Every General Meeting, other than an annual general meeting, is an extraordinary meeting.
12. Extraordinary meetings may be called by the directors or on application of 10% of the members in good standing.
- 13.1 Notice of a general meeting shall specify the place, day and hour of meeting, and in case of special business, the general nature of that business.
- 13.2 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.

14. The Annual General Meeting shall be the Regular Meeting in November or December as determined by the Executive. Notice of this meeting shall be given at least 14 days in advance of the meeting. A copy of the Treasurer's balance sheet for the year to date will accompany the notice of meeting or be distributed at the meeting.

*Part 4 - Proceedings at General Meetings*

15. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business transacted at an annual general meeting, except,
    - (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 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.
- 16.1 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.
- 16.2 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.
- 16.3 A quorum is 1/3 of the members in good standing.
17. If within 30 minutes from the time 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 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 forum.
18. Subject to bylaw 19, 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.
19. 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.
- 20.1 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.
- 20.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- 20.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned general meeting.
- 21.1 No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- 21.2 In the 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.
- 22.1 A member in good standing present at a meeting of members is entitled to one vote.
- 22.2 Voting is by a show of hands.
- 22.3 Voting by proxy is not permitted.
- 23. 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 reckoned as a member for purposes with respect to a meeting of the society.

*Part 5 - Directors and Officers*

- 24.1 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
  - (a) all laws *affecting* the society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- 24.2 No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 25.1 The President, Vice-President, Secretary, Treasurer, Wine Steward, Immediate past President and three Directors-at Large shall be the directors of the society.
- 25.2 The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 26.1 The outgoing directors shall retire from office December 31 and the directors elected at the preceding annual general meeting shall assume office on January 1.
- 26.2 Separate elections shall be held for each office to be filled except for the Immediate Past President who shall automatically be a director.
- 26.3 An election may be by acclamation, otherwise it shall be by ballot.
- 26.4 If no successor is elected the person previously elected or appointed continues to hold office.
- 26.5 No member shall hold the same office for more than two full terms in succession. Serving for part of a term shall, in this regard, not be considered a whole term.
- 27.1 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in

the directors.

- 27.2 A director so appointed holds office only until December 31 of that year, but is eligible for re-election at the meeting.
- 28.1 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- 28.2 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 29. 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.
- 30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

*Part 6 - Proceedings of Directors*

- 31.1 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.
- 31.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority or the directors then in office.
- 31.3 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.
- 31.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 32.1 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- 32.2 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 every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 33. 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 directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 34. The members of a committee may meet and adjourn as they think proper.
- 35. 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.

36. 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 letter, 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 director shall, if a quorum of the directors is present, be valid and effective.
- 37.1 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 37.2 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 or committee 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 as valid and effective as if regularly passed at a meeting of directors.

*Part 7 - Duties of Officers*

- 40.1 The president shall preside at all meetings of the society and of all directors.
- 40.2 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- 40.3 The president shall, on behalf of the directors, report to each meeting on their deliberations.
- 40.4 Three months prior to the Annual General Meeting, the president, with the approval of the directors shall appoint a Nominating Committee to seek candidates for the various director positions.
- 40.5 The president shall appoint delegates to the British Columbia Amateur Winemakers Association meetings.
- 40.6 The president shall be an ex-officio member of all committees.
- 40.7 The president shall, when deemed appropriate and with the approval of the directors, appoint a Chief Stewart and Registrar to conduct the next year's Annual Club Competition.
- 41.1 The vice president shall carry out the duties of the president during his absence.
- 41.2 The vice president shall be an ex-officio member of all committees.
42. The secretary shall
- (a) conduct the correspondence of the society;
  - (b) issue notices 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) maintain a register of all members containing their names, telephone numbers, fax numbers,

electronic addresses and addresses and shall provide at least yearly updates to all members.

43. 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.
  - (c) pay out Society's funds only on the instruction of the president or a majority of the directors except for expenditures over \$ 500.00 which must be approved at a general meeting.
  - (d) prepare an annual balance sheet of expenditures to date to be enclosed with the notice of Annual General Meeting or distributed at that meeting.
  - (e) keep a record of the Society's assets and report annually.
  - (f) provide each new member with a copy of the bylaws upon payment of the dues. (g) present a budget and proposed membership dues for the approval of the membership at the January meeting.
- 44.1 The wine steward shall supervise the serving of the toasting wine, purchase such commercial wines as the directors decide upon and supervise the service of these wines and organize the in club competitions at the general meetings.
- 44.2 The directors at large shall be responsible for food served at the general meetings and other duties as assigned by the directors from time to time.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 46 & 47 The Society Act makes provisions for a Society Seal in its prototype bylaws 46 & 46; they were deleted from VAWA bylaws.

#### *Part 9 - Borrowing*

48. The directors shall not have any authority to borrow money or issue debentures.
- 49 & 50 Additional Society Act suggested bylaws regarding borrowing deleted from VAWA bylaws.

#### *Part 10 - Auditor*

51. This part applies only where a society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.

*Part 11 - Notices of Members*

58. A notice may be given to a member, either personally, by mail, by fax, or by e-mail. Such a notice will be sent to the member based on the most recent information provided by that member to the Secretary.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, faxed or e-mailed. 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 or a faxed or e-mailed notice was properly addressed and sent.
- 60.1 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 10 applies.
- 60.2 No other person is entitled to receive a notice of general meeting.

*Part 12 - Bylaws*

61. 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.
62. These bylaws shall not be altered or added to except by special resolution.
63. The directors shall ensure that the Society has a minimum balance of \$ 1,000.00 at the end of each year.

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**Comments Regarding the VAWA Constitution**

In 1995, the executive of VAWA, lead by then president Gary Armanini, proposed to the membership that VAWA be incorporated under the Society Act of BC. After initially endeavouring to amend our then existing VAWA Constitution to comply with the requirements for incorporation as set out under the Society Act, it was decided that it would be less onerous to adopt Schedule B of the Society Act (which sets out prototype bylaws) with additions, deletions and revisions to bring it in line with the intent of our then existing constitution. The Society Act and its accompanying Schedule B issued in 1979 and in effect in 1995 was used for this process.

The draft constitution was reviewed, discussed, amended and approved for submission to the Registrar of Companies at the VAWA May 17, 1995 general meeting. VAWA was incorporated by the Registrar of Companies August 8, 1995 and given file number S - 34046.

In 1999 D. Ainslie merged the Society Act Schedule B and the amendments referenced above that were subsequently submitted and approved. This was done to create a single computerized document of our constitution that could be distributed as required to new members. It can also be retained on directors and members' computers and used by the directors to confirm their duties and responsibilities. Please note that D. Ainslie proofread this document but transposition errors may still remain in which case the correct document would be that submitted to the Registrar.

In 2001, the VAWA executive identified several areas in the constitution that warranted amendment. Seven amendments (clauses 14, 26.1, 27.2, 42(e), 43(d), 58, and 59) and one addition (clause 43(g)) were approved by the membership on Nov. 12, 2001 and by the Registrar of Companies of BC on Nov. 20, 2001.