

BRITISH COLUMBIA PIPERS ASSOCIATION

BYLAWS

BYLAW 1. - INTERPRETATION

- 1.1 Definitions. In these bylaws, unless the context otherwise requires:
- (a) "Act" means the Society Act of British Columbia and the regulations thereto, as amended from time to time, and any successor legislation;
 - (b) "Association" means British Columbia Pipers' Association;
 - (c) "Board" means the board of directors of the Association as described in Article 7 of these Bylaws.
 - (d) "registered electronic address" of a member means the member's electronic address as recorded in the register of members.
- 1.2 Incorporation by Reference. The definitions in the Act on the date these Bylaws become effective are incorporated herein by reference to the extent that they are not inconsistent with the definitions contained in this Bylaw.

BYLAW 2. - MEMBERSHIP

- 2.1 The members of the Association shall be those people who are subscribers to the Constitution and Bylaws, and those people who from time to time become members pursuant to the Bylaws.
- 2.2 The members of the Association shall be divided into the following classes: Honourary, Active, Associate, Life, Junior, Pipe Band, and Highland Games Association.
- 2.3 Each class of membership shall have the following privileges and/or restrictions:
- 2.3.1 Honourary Members shall be entitled to all the privileges of an Active Member, except the person shall not be entitled to vote or fill any office in the Association. The Board of Directors shall have the power to appoint as an Honourary Member any person whose association with the Association may be considered advantageous or who has rendered special service to the Association. The Board of Directors shall also have the power to appoint the holder of any public appointment or office to be an Honourary Member of the Association during that person's term of appointment or office.
 - 2.3.2 Active Members shall be at least the age of 18 years who are exponents of the Highland Bagpipe, or Pipe Band Drummers. An Active Member shall be entitled to participate in all the activities and affairs of the Association, and to vote, and to be elected or appointed as a director and to hold office in the Association. The Board of Directors may, in recognition of distinguished service to the Association, appoint an Associate Member as an Active Member, but no more often than once in three years. There may not exist on the rolls of Active Members, at any one time, more than three members who have been appointed from the Associate class.

- 2.3.3 Associate Members shall be at least the age of 18 years and may be anyone who is not an exponent of the Highland Bagpipe or Pipe Band Drummers who shall be entitled to all the privileges of an active member except the right to vote or to nominate.
 - 2.3.4 Life Members are Members who are appointed by the Board of Directors in recognition of distinguished service to the Association, and have all privileges of an Active Member.
 - 2.3.5 Junior Members are members less than the age of 18 years who are exponents of the Highland Bagpipe, or Pipe Band Drummers, who shall have the same privileges as Associate Members.
 - 2.3.6 A Pipe Band Member is a group of pipers and drummers that meet the minimum, band player requirements as defined in the competition rules of the Association, and is entitled to the same privileges as an Active Member, and shall be entitled to one vote.
 - 2.3.7 A Highland Games Association Member is a society, association or corporation that conducts bag piping competitions, drumming competitions, and/or pipe band competitions under the Rules established from time to time by the Association, and is entitled to the same privileges as an Active Member, and shall be entitled to one vote.
- 2.4 Every applicant for membership shall submit to the Association a completed membership application form along with the amount of the current year's dues and fees and, on receipt by the Association, the Secretary shall enter the applicant on the register of members.

BYLAW 3. - DUES AND ENTRANCE FEE

- 3.1 The Board of Directors may from time to time prescribe that an entrance fee for all new members from the Active, Associate, Junior, Pipe Band, and Highland Games Association classes shall be paid. The Directors may from time to time decide on the amount of the entrance fee. There shall not be any entrance fee for Honourary Members or Life Members.
- 3.2 The directors may from time to time fix the amount of the annual dues payable by each class of members, and the date when those dues are payable.
- 3.3 There shall not be any annual dues payable by Honourary Members or Life Members.
- 3.4 A member ceases to be in good standing if he, she or it has not paid the annual dues by the date which the directors fix pursuant to bylaw 3.2.

BYLAW 4. - WITHDRAWAL AND SUSPENSION OR EXPULSION

- 4.1 Any member may withdraw from the association by signifying his or her wish to do so in writing addressed to the Secretary. The member remains liable for payment of the dues for the full year in which he or she withdraws.
- 4.2 The Board may suspend or expel any member for:
 - 4.2.1 default in the payment of dues or fees levied in accordance with these Bylaws; or
 - 4.2.2 any causes, conduct or behaviour which in the opinion of the Board is inimical to the best interests of the Association or its members or for failure to comply with these Bylaws or a direction of the Association.

4.3 If the Secretary receives a requisition to expel any member from the register of members stating the reason therefor and signed by not less than three members of the Association, the Board of Directors shall consider the matter at their next meeting.

4.4 Prior to suspending or expelling a member, the Board shall provide notice to the member of the proposed suspension or expulsion, which notice shall set for the reasons for the suspension or expulsion and give the member the right to make representations and appear in person before the Board.

4.5 If the Directors determine by a majority of not less than three-quarters of those directors present at that meeting to remove the member, they shall confirm that resolution at the next meeting by a majority of directors at which not less than 9 directors shall be present. If the resolution to remove the member is confirmed, the member shall be removed from the register of members and he or she shall thereupon cease to be a member.

4.6 A member who is suspended or expelled shall not have any right to vote nor shall he or she hold any office or position in the Association during the period of his or her suspension or upon expulsion, but, while suspended, shall continue to be bound by the duties and obligations of the membership as defined in these Bylaws.

4.7 A suspended member may be reinstated upon a resolution of the Board.

BYLAW 5. - GENERAL MEETINGS

5.1 The fiscal year end of the Association shall be such date as the Directors from time to time decide.

5.2 The Annual General Meeting of the Association shall be held once each calendar year at such time and such place as the Directors from time to time decide.

5.3 The order of business at the Annual General Meeting shall be as follows:

5.3.1 The reading and approval of Minutes of the last previous General Meeting;

5.3.2 Report of the President;

5.3.3 Report of the Treasurer including presenting financial statements for the fiscal year ending immediately before the Annual General Meeting;

5.3.4 Other reports;

5.3.5 Election of the Directors;

5.4 All other General Meetings shall be called Special General Meetings. A special general meeting shall be called:

5.4.1 At the request of the President.

5.4.2 At the written request of not less than four (4) members of the Board of directors.

5.4.3 At the written request of not less than ten (10) percent of the members of the Association entitled to vote at a meeting of members.

5.4.4 The request for a special general meetings shall specify the general nature of the business to be conducted at that meeting. Notice of the meeting shall be in the form required under this Bylaw.

- 5.5 Notice of Meetings.
- 5.5.1 Notice of a general meeting shall be given to the members in accordance with the Act and shall specify the place, day and hour of the meeting, and the general nature of the business to be conducted at the meeting.
- 5.5.2 The auditors, if any, of the Association are entitled to receive all notices and other communications relating to any meeting of members that any members are entitled to receive.
- 5.5.3 No public nor advertisement of members meeting, whether annual or special, shall be required.

BYLAW 6. - PROCEDURE AT GENERAL MEETINGS

- 6.1 The President or, in the absence of the President, a Vice-President, or in the absence of both, one of the other directors present, shall chair any meeting of members. If no such officer is present within fifteen (15) minutes of the time fixed for holding the meeting, the members present and entitled to vote thereat shall choose one of their number to chair the meeting. If the Secretary of the Association is absent, the chair shall appoint some person who need not be a member, to act as Secretary of that meeting.
- 6.2 A quorum at general meetings shall consist of persons present. In any event, a quorum shall be not less than eight (8) Active Members.
- 6.2.1 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.
- 6.2.2 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.
- 6.2.3 If within thirty (30) minutes from the time appointed for the 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 thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 6.3 Procedure for voting shall be as follows:
- 6.3.1 A member is not entitled to vote on a resolution unless he or she is an Active Member or is a Pipe Band Member or a Highland Games Association Member in good standing in accordance with these Bylaws.
- 6.3.2 Voting shall be by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is directed by the chair or demanded by at least one Active Member who is present in person. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 6.3.3 No voting by proxy is permitted.

- 6.3.4 Subject to the Act, resolutions or questions arising at general meetings shall be determined by the majority of the votes cast on the resolution or question.
- 6.3.5 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- 6.3.6 In the case of equality of votes, the person chairing the meeting may cast a second or deciding vote in addition to the vote to which he or she may be entitled as a member.

6.4 The person chairing a general meeting of members may, subject to any other provisions of these Bylaws, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the general meeting from time to time and from place to place. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of such meeting. No notice shall be required of the continuation of an adjourned general meeting.

BYLAW 7. - DIRECTORS

- 7.1 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
 - (a) the constitution and these bylaws, and
 - (b) all laws affecting the Association.2) No rule made by the Association in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 7.2 The Board shall consist of the President, Vice-President, and not less than six or more than ten other persons.
- 7.3 The Board shall hold office until the next Annual General Meeting, and are eligible for re-election, according to bylaw 7.4.
- 7.4 The Board shall be elected at each Annual General Meeting from amongst the members of the Association with voting rights and as follows:
 - (1) The President shall be elected in even numbered years and for a term of two years.
 - (2) The Vice-President shall be elected in odd numbered years and for a term of two years. At the Annual General Meeting in 2012, the Vice-President shall be elected for a term of one year.
 - (3) The first contingent of Directors (one half of the other Directors, to a maximum of five) shall be elected in even numbered years and for a term of two years.
 - (4) The second contingent of Directors (the other half of the other Directors, to a maximum of five) shall be elected in odd numbered years and for a term of two years. At the Annual General Meeting in calendar year 2012, the second contingent of Directors shall be elected for a term of one year.
 - (5) The President and Vice-President shall be elected separately. Each contingent of Directors shall be elected together, with each voting member having a number of votes equal to the number of vacant positions. Those candidates with the largest number of votes shall be those elected.

7.5 No act or proceeding of the Board is invalid only by reason that there are fewer members of the Board in office than the number required by bylaw 7.2.

7.6 1) The Board may appoint an Active Member in good standing to fill a vacancy on the Board.
2) A person so appointed holds office only until the conclusion of the next Annual General Meeting, but is eligible for re-election at that meeting.

7.7 The members may by special resolution remove a member of the Board before the expiration of that person's term of office, and may elect a successor to complete the term.

7.8 A member of the Board ceases to be such on:

- (a) Resigning in writing,
- (b) Ceasing to be an Active Member in good standing,
- (c) The end of the person's term of office, unless the person is re-elected,
- (d) Death,
- (e) An order being made declaring the person bankrupt,
- (f) Becoming unable to perform the duties of a member of the Board due to physical or mental disability, or
- (g) Failing to attend three consecutive meetings of the Board without the authorization of the Board.

7.9 Meetings of the Board shall be conducted as follows:

7.9.1 The Board may meet at such times and places as it may determine to dispatch business, adjourn and otherwise fit.

7.9.2 The Secretary of the association shall call a meeting of the Board upon request of the President or any three (3) directors.

7.9.3 Notice of the time and place of every Board meeting shall be given to each director not less than ten (10) days or more than fifty (50) days before the time of the meeting is to be held, provided that notice of a meeting shall not be necessary if all the directors are present or if those absent waive notice of, or otherwise signify their consent to, such meeting being held.

7.9.4 A director may participate in a meeting of the Board by means of any communications means permitted under the British Columbia Society Act provided that a majority of directors participating in a Board meeting agree to such participation. A director participating in a Board meeting in accordance with this subsection shall be deemed to be present at the meeting and to have so agreed and shall, unless disqualified for any other reason, be counted in the quorum therefor and be entitled to speak and vote thereat.

7.10 A quorum to transact business shall be five (5) directors in number.

7.11 The President, or in the absence of the President or at the request of the President, a Vice-President, shall chair any meeting of the Board. If no such officer is present, the directors present shall choose one of their number to be chair.

7.12 The Secretary of the Association shall attend all meetings of the Board in order to prepare the minutes thereof. In the absence of the Secretary, the directors present shall choose one of their number to act as Secretary of that meeting. Minutes of the proceedings of any meeting of the Board of Directors shall be taken by the Secretary or in his or her absence by a member of the Board. Afterwards they shall be copied into the Minute Book to be kept for that purpose by the Secretary. They shall be read at the next meeting of the Board and, when confirmed, signed by the person chairing that meeting.

7.13 At all meetings of the Board every director present shall be entitled to one vote and, subject to the provisions of these Bylaws, every resolution or question shall be decided by a majority of the votes cast on the resolution or question. In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote. No resolution proposed at a meeting of the Board need be seconded and the chair of a meeting may move or propose a resolution.

7.14 A resolution in writing signed by all the directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

7.16 A director's interest in a contract or transaction with the Association shall be dealt with as follows:

7.16.1 A director who is in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Association or who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created in conflict with his or her duty or interest as a director shall disclose to the Board of Directors the nature and extent of that interest in such contract or transaction or of the conflict or potential conflict with his or her duty and interest as a director, as the case may be, in accordance with the provisions of the *Society Act*.

7.16.2 A director shall not vote in respect of any such contract or transaction with the Association in which he or she is interested, and if he or she shall do so that vote shall not be counted, but he or she shall be counted in the quorum present at the meeting at which such vote is taken.

7.17 Directors shall not be compensated by the Association for being or acting as a director or receive any other direct or indirect profit from their office. However, a director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

7.18 The directors may from time to time appoint an Honourary President and one or more Honourary Vice-Presidents. The person appointed to any one of these positions is not required to be a member of the Association, and the person appointed shall not be a director.

7.19 The Board of Directors shall have the power to make rules and regulations governing piping competitions, drumming competitions, and pipe band competitions, and the participation therein of members as contestants or officials. They may also make rules and regulations for the government of the Association provided they are not inconsistent with these Bylaws.

7.20 The execution of all documents and the signing of all cheques in connection with the administration of the Association shall be done by such person or persons and in such manner as the Board of Directors may from time to time determine. No document under seal shall be executed by or on behalf of the Association except by authority of the Board of Directors. Until otherwise determined by the Board every document under seal shall be signed by the President or the Vice-President and by the Secretary of the Association.

BYLAW 8. - COUNSELLORS

8.1 The duties of the Counsellors shall be to provide management advice and counsel to the Board of Directors to ensure that they are meeting the objects of the Society, as expressed in the Constitution of the Association, in effective and efficient ways and in the long term interest of the Association.

8.2 Four Counsellors shall be appointed by the Board according to bylaw 8.3. Counsellors shall be members who are not members of the Board and may be reappointed. The Board may appoint a member to fill a vacancy in the Counsellors.

8.3 The first contingent of two Counsellors shall be appointed in even numbered years that are leap years and to a term of four years. The second contingent of two Counsellors shall be appointed in even numbered years that are not leap years and to a term of four years. Following the Annual General Meeting in calendar year 2012, the Board of Directors shall appoint the second contingent of two Counsellors to a term of two years.

BYLAW 9. - FINANCIAL AND ACCOUNTANTS

9.1 The accounts of the Association shall from time to time be examined by the Board of Directors who shall present to the Annual General Meeting a complete statement thereof duly certified by the Association's Accountant together with a report of the general affairs of the Association during the preceding year.

9.2 The accounts and books of the Association shall be examined once at least in each year and their correctness ascertained and certified by one Accountant, who shall be appointed by the Board of Directors and who is not a director or officer of the Association. The Accountant shall present the financial statements to the Board of Directors at least one month before the Annual General Meeting.

9.3 The duties of the Board shall also include the following:

- (a) to manage a Contingency Fund established by the Association
- (b) to manage any other funds or trusts established by the Association or gift, except those that are managed by Vancouver Foundation or another charitable community foundation, and
- (c) to report on the management of such funds, and the income from them, to the Association.

9.4 The Association may establish and maintain an endowment fund with Vancouver Foundation, to be called the British Columbia Pipers' Association Endowment Fund (the "BCPAEF"). The BCPAEF shall be made up of such moneys as are designated for the purpose by

- (a) the Board,
- (b) ordinary resolution at a general meeting,
- (c) gift, or
- (d) contributions made pursuant to a will or other testamentary instrument.

The Board may transfer surplus funds from the Contingency Fund, or other funds, to the BCPAEF. Income from the BCPAEF must be used only to further the purposes of the Association, as determined by the Board.

9.5 The Contingency Fund shall be made up of such moneys as are designated for the purpose by the Board, by ordinary resolution at a general meeting, by gift, or by contributions made pursuant to a will or other testamentary instrument. The capital and interest of the Contingency Fund shall not be disbursed except with the approval of the Board.

9.6 The Association may in the sole discretion of the Board establish other endowment funds with Vancouver Foundation, or another community foundation, and may establish other funds or trusts as required for the purposes of the Association.

9.7 The Association must invest its funds only in securities in which the directors are authorized by law to invest.

9.8 The Board shall report to the Annual General Meeting on all the funds and trusts held by the Association, the Contingency Fund, the BCPAEF, and any other endowment funds held in the name of the Association, and disbursements from their capital, and the use of the income from them.

BYLAW 10. - COMMITTEES

10.1 The Board of directors may establish such committees and/or such ad hoc committees as it deems necessary.

10.2 The Chair of the committee shall be appointed by the President, subject to the approval of the Board of Directors for a term to be designated by the President subject to the approval of the Board of Directors.

10.3 Committee members shall be appointed by the President after consultation with the Chair of the respective committee and subject to approval of the Board of directors for a term consistent with that of the Chair.

BYLAW 11. - OFFICERS

11.1 The Board shall each year after the Annual General Meeting appoint a Secretary and Treasurer from amongst the Association. A member of the Board shall not hold more than one office. The Board may also appoint such other officers as it deems necessary.

11.2 The duties of the President shall be as follows:

11.2.1 Preside at all meetings of the Association and the Board.

11.2.2 Give leadership to the Association and report to the membership and the Board on the conduct and management of the business of the Association.

11.2.3 Supervise the other officers of the Association and in the carrying out of their duties, and appoint interim committees and committee chairs as from time to time may be in the best interests of the Association, subject to confirmation by the Board.

11.2.4 Sign all such documents as authorized by resolution of the Board.

11.2.5 Carry out such other duties as are prescribed by the Board or that are prescribed elsewhere in these Bylaws or Bylaw, and as are incidental to the office of the President.

11.3 The duties of the Vice-President shall be to carry out the duties of the President in the President's absence or incapacity or in those cases where there is no person holding the office of President.

11.4 The Secretary shall do the following:

11.4.1 Conduct the correspondence of the Association.

- 11.4.2 Issue notices of meeting of the Association and directors.
- 11.4.3 Keep minutes of all meeting of the Association and directors.
- 11.4.4 Have custody of all records and documents of the Association except those required to be kept by the Treasurer.
- 11.4.5 Have custody of the common seal of the Association.
- 11.4.6 Maintain the register of members.
- 11.5 The Treasurer shall do the following:
 - 11.5.1 Keep the financial records, including books of account, necessary to comply with the Act.
 - 11.5.2 Render financial statements to the directors, members, and others when required.
 - 11.5.3 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 11.6 The office of any officer shall be vacated upon the occurrence of any of the following events:
 - 11.6.1 If a court order is made declaring the officer to be a mentally incompetent person or incapable of managing his or her own affairs.
 - 11.6.2 If an order is made declaring the officer bankrupt.
 - 11.6.3 On death.
 - 11.6.4 If the officer resigns from office by notice in writing to the Board.
 - 11.6.5 If the officer ceases to be a member in good standing.
- 11.7 Any officer of the Association may be removed with or without cause by a special resolution of the members of the Association. The directors may by resolution appoint any person in place of such officer for the remainder of the term.

BYLAW 12. - NOTICES

- 12.1 A notice may be given to a member, either by personally delivering it, by mailing it to him or her at his or her registered address, or by electronically communicating it to him or her at his or her registered electronic address.
- 12.2 Any notice to be given will be sufficiently given if delivered personally, if mailed prepaid in any post office in the province of British Columbia, or if electronically communicated by any communication means permitted under the British Columbia Society Act.
- 12.3 Any notice personally delivered shall be deemed to have been given when delivered and any notice mailed and properly addressed, shall be deemed to have been given on the second business day following the date on which it was so mailed, provided that if mailed, should there be, at the time of mailing or between the time of mailing and the deemed receipt of the notice, a mail strike, slow down or other labour dispute which might affect the delivery of such notice by the mails, then such notice shall be only effective if actually delivered.

12.4 The accidental omission to give any notice to any member, director, officer or auditor of the association or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.6 A member, director, officer or auditor may waive any notice required to be given to themselves under any provision of the Act or the Bylaws of the Association, and such waiver, whether given before or after the meeting or other event of which notices required to be given, shall cure any default in giving such notice.

BYLAW 13. - ALTERATION

13.1 No alteration or amendment to these Bylaws shall be made except by special resolution at a General Meeting of the Association. Notice of any proposed alteration or amendment shall be sent to all members entitled to attend such meeting and to vote at least 14 days before the General Meeting at which the amendment is to be presented. No alterations or amendment to these Bylaws passed at any such meeting shall require confirmation at any subsequent General Meeting of the Association.

BYLAW 14. - AFFILIATION AND BRANCHES

14.1 The Board of Directors shall have the power to affiliate with any other Association or Associations having the same or similar objects in whole or in part, upon such terms and conditions as they may deem advisable.

14.2 The directors shall, if authorized to do so by an ordinary resolution passed at the Annual General Meeting of the Association, have power to establish and maintain one or more branch Association within the Province of British Columbia having powers not exceeding the powers of the Association, as the Association by its Board of Directors, may from time to time confer.

BYLAW 15. - MISCELLANEOUS

15.1 The Association shall not take part in any political activity.

15.2 The Seal of the Association and the books and records of the Association other than books of account shall be kept in the custody and control of the Secretary. The books of account of the Association shall be kept in the custody and control of the Treasurer.

15.3 The books and records of the Association may be inspected by any member by making arrangements with the Secretary and/or the Treasurer, as the case may be, to do so at any reasonable time and place.

15.4 The Association may be dissolved at any time by a special resolution to that effect passed by the members present and entitled to a vote in person at a duly convened General Meeting of the Association called for that purpose.

15.5 The Association shall have the power to accept donations, gifts, legacies and bequests.

BYLAW 16. - BORROWING

16.1 Subject to the Act, the Board may from time to time borrow money on behalf of the Association on the credit of the Association. Such action shall require a resolution passed by the Board. No debentures shall be issued without the sanction of a special resolution.

16.2 The Members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed shall expire at the next Annual General Meeting.

BYLAW 17. – COMPLAINTS

17.1 All complaints made by members must be in writing and signed, and handed or mailed to the Secretary. Such complaints shall be dealt with by the Board of Directors at their next meeting after receipt of same. The Board of Directors shall not be called upon to take notice of any complaint made to any member of the Board or to the Association or other officer otherwise than as herein provided.

Dated the 30th of September, 2012

■