



THE BRITISH COLUMBIA TARGET SPORTS ASSOCIATION

BY-LAWS

Approved at AGM May 20, 2017

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BY-LAWS

INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "**Board of directors**" means the directors of the society for the present time;
 - (b) "**Society Act**" means the **Society Act** of the **Province of British Columbia** from time to time in force and all amendments to it;
 - (c) "**registered address**" of the member means his address as recorded in the register of members.
- (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.

ARTICLE I – NAME

The name of the association shall be:

1. **British Columbia Target Sports Association**

Herein referred to as “BCTSA”.

2. The operations of the society are to be carried on within the Province of British Columbia.
3. The society will be operated as a not for profit society, and the service shall be applied without prejudice to all individuals or groups in the province of British Columbia.
4. The activities of the society shall be carried out without purpose of gain for its members, and any profits or other accretions shall be used for promoting its purpose.
5. That on termination or dissolution of the society, after all debts have been paid or provision for payment has been made, the assets remaining shall be paid, transfered or delivered to another organization with purposes similiar to those of this society, or if this cannot be done, to the Minister of Finance, Province of British Columbia.
6. The internal management of member Clubs or Organizations shall be governed by the By-laws of those Clubs or Organizations.
7. Paragraphs 2,3,4,5,6 of the above where previously unalterable.

ARTICLE II – MEMBERSHIP

- I. There shall be one class of Member in BCTSA.
- II. Membership is available to those individuals who have paid their membership fees to the BCTSA and are in good standing.
- III. Applications for membership shall be filed with the BCTSA in the form prescribed by the Board of Directors.
- IV. The exclusive right to accept or reject an application for membership or affiliation is vested in the Board of Directors.
- V. Each member shall have the right to participate in the activities of the BCTSA and to attend and to vote at all meetings of the members.
- VI. Membership in the BCTSA shall be non-transferable.

ARTICLE III – AFFILIATION

- I. The Board of Directors may approve an application for the Affiliation and/or Association of National, Provincial or other firearm related organizations on such terms and conditions as they see fit. Fees for such affiliation are approved by the Board of Directors at Board meetings.

- II. Clubs and/or Associations who have affiliated with the BCTSA shall be known as ‘Affiliates’ and shall not be deemed ‘Members’ of the BCTSA.

ARTICLE IV – FEES

- I. The Board of Directors shall by resolution, set and establish the fee payable in respect of membership and affiliation and may, from time to time, vary such fee.

ARTICLE V –

TERMINATION OF MEMBERSHIP AND AFFILIATION

- I. All memberships and affiliations shall terminate automatically at the end of the period for which they are issued. The period shall commence on the date on which the membership or affiliation was issued.
- II. Failure by any member to renew their membership or by any affiliated organization to renew its affiliation on or before the date it expires, shall automatically result in the suspension of all the rights and privileges of membership and affiliation. Upon payment of any fees owing, such member will have their rights and privileges reinstated from that day forward.
- III. Any member may terminate their membership or any organization may terminate its affiliation at any time by giving written notice to that effect to the BCTSA office.
- IV. The Board of Directors, upon its own initiative, or upon the substantiated charge of any member or members in good standing, may suspend or expel any member or any affiliated organization as a disciplinary measure for conduct detrimental to the best interests of the Association.
The member or organization so charged shall be advised of the charge, and shall have the opportunity of offering a defence before disciplinary action by the Board of Directors is considered. If the member or organization is dissatisfied with the decision of the Board of Directors, they shall have the right of appeal at an Annual Meeting or at a Special Meeting for this purpose.

ARTICLE VI – VOTING

- I. Unless otherwise provided by law or by-law, approval by a general meeting, with quorum established, shall require the favourable vote of the majority of voters present thereat. In the event of a tie vote, the Chairperson shall have a second and/or deciding vote.
- II. The method of voting shall at all times be a show of hands unless a secret ballot is deemed necessary by the meeting.
- III. If the meeting is held in whole or in part by teleconference, then notice shall be given to the voting members at least forty-eight (48) hours prior to the commencement of the meeting of all particulars pertaining to the vote. Each voting member shall submit his or her vote by email to the person presiding over the meeting no later than thirty (30) minutes prior to the commencement of the meeting with a read request attached. In the event that a voting member submits a second email vote, the first email vote will be accepted as that members vote.
- IV. A Special Resolution is a resolution of which notice has been given and which shall require a 2/3 vote of those voting.
- V. Board of Directors Meetings: Each director in good standing shall have one vote. Voting shall be by a show of hands, unless any director requests that a secret ballot be conducted. Only in the event of a secret ballot vote occurring shall the BCTSA record the results of the vote, and shall destroy the ballots upon approval of the board. In the event of a tie vote, the person presiding at the meeting shall be required to exercise a second or deciding vote.
- VI. Voting at the Annual Meeting (the “meeting”): Each member as described in Article II of these By-Laws who was a member in good standing, on the date of the meeting, and who continues to be a member in good standing throughout the meeting, shall have the right to vote.
- VII. Election of Officers at Annual Meeting (the “meeting”): The election of officers at the meeting shall be by secret ballot for those attending the AGM. No voting member may vote more than once. After a reasonable time has been allowed for marking, the scrutineers shall collect the ballots from the voting members present and shall count the ballots with all reasonable dispatch.
 - a. If there are two candidates in a particular election, the winner shall be the individual who obtains the greater number of votes. Should there be more than two candidates submitting their names for office, the winner shall be the individual who received a majority of the votes cast. Should no individual receive the majority of the votes cast, the individual receiving the lowest number of votes shall be withdrawn from the election and the ballots shall be resubmitted to the voting members and another vote shall be taken. This process shall continue until an individual receives a majority of votes cast. In the event of a tie vote between the final two candidates, the person presiding at the meeting shall be required to exercise a second or deciding vote.
- VIII. There shall be no proxy voting

ARTICLE VII – FINANCES

- I. Unless otherwise ordered by the Board of Directors, the financial year end of the BCTSA shall be the 31st day of March of each year.
- II. All contracts, documents, or any like instruments, required to be executed by the BCTSA shall be signed by two persons named and appointed by the Executive Committee, at least one of which shall be an officer.
- III. One or more bank accounts shall be kept for the BCTSA in chartered Canadian Banks/Credit Unions. All cheques, bills of exchange, or other notes shall be signed by parties to be designated and appointed by the Board, one of whom shall be an officer.
- IV. A detailed record of all monies received, receivable, paid and payable by the BCTSA shall be kept in books of appropriate form.
- V. Such books and all other documents pertaining to the collection, management and disbursement of the BCTSA's monies shall be reviewed once a year by an independent accounting firm and report presented for approval at the meeting..
- VI. Should the membership of an individual or the affiliation of an organization be terminated for any reason whatsoever:
 - a. The BCTSA shall be under no obligation to distribute to such individual or organization any part of the monies, values or assets then held by the BCTSA, including the fees already paid by such individuals or organizations under the membership or affiliation assessment.

ARTICLE VIII – BOARD OF DIRECTORS

- I. The affairs of the BCTSA shall be managed by a Board of Directors which shall consist of the following:
 - a. All elected officers of the society plus at least one other volunteer person;
- II. The Board of Directors shall be responsible for overseeing the affairs of the BCTSA and for the development of policies for the BCTSA.
- III. The office of director shall be automatically vacated:
 - a. If a director shall resign his or her office by delivering a written resignation to the BCTSA, or
 - b. If he or she is found by a court to be of unsound mind, or
 - c. By death of a director

- IV. A director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the director has been given notice of and the opportunity to be heard at such a meeting.

ARTICLE IX – INDEMNITIES TO DIRECTORS AND OTHERS

- I. Every director and officer of the BCTSA or other person who has undertaken or is about to undertake any liability on behalf of the BCTSA shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

ARTICLE X – CONFLICT OF INTEREST

In accordance with the Act, a director, officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with BCTSA will comply with the Act and BCTSA's Conflict of Interest Policy. They will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE XI – OFFICERS

- I. The Executive officers of the BCTSA shall be as follows and are elected positions:
- a. President;
 - b. Vice-President;
 - c. Treasurer
 - d. Secretary
- II. The Board of Directors shall be;
- a. The president, vice president, secretary, treasurer and one or more other persons
 - b. The number of directors must be 5 or a greater number determined from time to time at a general meeting.
 - c. To be eligible to become an elected executive officer requires that the candidate be a member in good standing of BCTSA.
 - d. The office of an officer shall immediately become vacated by:
 - i. Death of the officer;
 - ii. If the officer shall resign his or her office by delivering a written resignation to the Board of Directors; or

- iii. The officer ceasing to be a director.
 - e. Where the position of an officer becomes vacant for whatever reason and there is still a quorum of directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- III. The officers shall serve without remuneration or compensation except that:
- a. The Board may reimburse an officer for any out-of-pocket expenses necessarily incurred in his or her official capacity in the discharge of his or her duties for the account of and on behalf of the BCTSA.
 - b. The Board may in their absolute discretion, determine and grant remuneration to those individuals they deem appropriate for business directly related to the BCTSA.

ARTICLE XII – EXECUTIVE COMMITTEE

- I. The Executive Committee of the BCTSA shall consist of all elected officers of the BCTSA.

ARTICLE XIII – COMMITTEES

- I. Committees may be appointed by the Board for any purpose. When appointing a committee, the Board may put such conditions, restrictions, or limitations on the mandate of the committee, on its composition, and on the means of the selection of committee members and of chairpersons, as are deemed by the Board to be appropriate for the effective pursuit of the mandate of the said committee, provided that all such appointees shall be BCTSA members in good standing.

ARTICLE XIV – NOMINATIONS FOR OFFICE

- I. Any BCTSA member satisfying the conditions for holding office in the BCTSA may be nominated for election to office.
- II. Directors must be 18 years of age, subject to certain exceptions in the regulations which allow for directors that are 16 or 17 years of age;
- III. Directors must expressly consent to act as a director;
- IV. A nomination for a person unable to attend an AGM shall be in writing and shall include the following:
 - a. The office for which the nomination is made;
 - b. The name of the BCTSA member nominated;
 - c. The date upon which the nomination is submitted; and
 - d. The written consent of the BCTSA member nominated

- V. Voting members shall have the right to submit further nominations for all elected offices of the BCTSA provided such further nominations are received by the BCTSA before the vote has commenced and is accompanied by the consent of the person nominated.

ARTICLE XV – DUTIES OF OFFICERS

- I. President: shall preside at meeting of the BCTSA, and at meetings of the Board of Directors, and at meetings of the Executive Committee, and represent the BCTSA at Provincial, National or International meetings as necessary.

The President shall appoint the Vice-President to preside at such meetings in the President's absence, and shall order that meetings of the directors and of the Executive Committee be held when required hereunder and whenever the President may deem necessary.

- II. The Vice President shall carry out the duties of the President during his absence.

- III. The Secretary shall:

- a) Conduct the correspondence of the society
- b) Issue notices of meetings of the society and directors
- c) Keep minutes of all meetings of the society and directors
- d) Have custody of all records and documents of the society except those required to be kept by the Treasurer

- IV. The Treasurer shall;

(a) keep the financial records, including books of account, as are necessary to comply with the Society Act, and receive all monies paid to the society, and be responsible for the deposit of same into whatever bank the board may order; and

(b) render financial statements to the directors, members and others when required, and prepare for submission to the annual general meeting a statement of the financial position of the society.

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

(2) When the secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to the bylaws.

- IV. Other Duties: the officers shall perform such further and other duties as may be assigned to them, from time to time, by the Board of Directors.

ARTICLE XVI – MEETINGS AND SESSIONS

I. (i) Annual Meeting: An Annual Meeting of the members (the meeting) shall be held each year within ninety (90) days of the end of the BCTSA's fiscal year, or as soon thereafter as is possible provided it shall be held no later than 6 months from the end of the BCTSA's fiscal year. The time and place of the said meeting, which shall be held in British Columbia, shall be decided by the majority vote at a Board of Directors meeting.

Affiliated organizations invited by the BCTSA shall have the right to attend the Annual General Meeting, provided that the Chairperson of the said meeting may always require any person or persons, except members of the BCTSA, to leave the room where a vote is being held or any other time that he or she deems appropriate.

(ii) Business to be transacted at a General Meeting is;

(i) the adoption of rules of order;

(ii) the consideration of financial statements;

(iii) the report of the accountants review, if any;

(iv) the appointment of the accountant, if any;

(v) the report of the directors;

(vi) the election of executive members;

(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.

(viii) all other business transacted at a general meeting is Special Business.

Special Business requires notice to be conducted and is all business at an annual general meeting except ordinary business as outlined in 1 (i) to (vii)

(iii) 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.

(iv) 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.

II. Special Meeting: The Board of Directors shall call a special meeting of all members:

a. By written request of members representing no less than ten (10) percent of the total votes of members disclosing the nature of the business to be transacted at such special meeting; or

b. If there is a failure to meet quorum at the Annual Meeting.

c. If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to a time and place set by those members who are present. 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.

- III. Executive Committee Meeting: Meetings of the Executive Committee may be called at the discretion of the President or, if absent, by a Vice-President. A notice of such meeting and a copy of the proposed agenda shall be sent to each committee member at least four (4) days in advance of the said meeting. If all members of the Executive Committee consent, then the meeting may be conducted via conference call.
- IV. Board of Directors Meeting: A Board of Directors meeting shall be called by the President or, if absent, by the Vice-President, a minimum of once a year. All directors shall be given notice of such meeting, together with a copy of the agenda for said meeting at least four (4) days in advance of said meeting.
- V. Error in Giving Notice of Annual or Special Meeting of Members: No error or omission in the giving of notice of any annual or meeting of members or meetings of the Board of Directors or of the Executive Committee or of the members of the BCTSA shall invalidate such meeting or make void any proceedings taken thereat provided, however, that the member, director or officer what was adversely affected by the error waives notice of such meeting and provided that he or she ratifies, approves and confirms any or all proceedings taken or had thereat.

For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address or email address recorded on the membership database of the BCTSA. Where possible notice will also be posted on the BCTSA website.

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.

- VI. Conference Call Participation: A director or officer may participate in a meeting of the Board of Directors, a meeting of the Executive Committee or a meeting of the members by means of a Skype or telephone conference or by such other communication facility available so as to permit all persons participating in such meeting shall be deemed to be present at such meeting.

VII. Notices:

Notices of Meetings of Members – Notice will include the time and place of meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

- i) By mail, email or on the website for each Member entitled to vote at the meeting, at least 10 days but not more than 60 days before the day on which the meeting is to be held; or
- ii) By telephone, electronic or other communication facility to each Member entitled to vote on which the meeting is to be held.
- iii) By posting on BCTSA's website not less than 10 days prior to the date of the meeting

A Special Resolution of the members is required to make any amendment to the Bylaws of the BCTSA.

ARTICLE XVII – QUORUM

- I. Meeting of Members: A quorum for a General or Special Meeting shall consist of ten members in good standing
- II. Board Meeting: A quorum for a Directors Meeting shall consist of at least 3 members of the Board one of whom must be an executive member.

ARTICLE XVIII – AMENDMENTS OF BYLAWS

Except for the items set out in Article XIX, these Bylaws may be amended by majority vote of the directors at a meeting of the Board. The directors will submit the Bylaw amendment to the Members at the next meeting of Members, and the Members may, by majority vote, confirm, reject or amend the Bylaw amendment. The Bylaw amendment is effective from the date of the resolution of the directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

Any alteration proposed in a bylaw alteration application takes effect when the bylaw alteration application is filed with the registrar, which is filed only after approval of a special resolution by the association.

ARTICLE XIX – FUNDAMENTAL CHANGES

In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of BCTSA:

- a) Change BCTSA's name;
- b) Change the province in which BCTSA's registered office is situated;
- c) Add, change or remove any restriction on the activities that BCTSA may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of any such class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of directors;
- j) Change the statement of the purpose of BCTSA;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of BCTSA;
- l) Change the manner of giving notice to members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members;
or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles

ARTICLE XX - ADOPTION OF BYLAWS

These Bylaws were ratified by a two-thirds vote of the Members at a meeting of Members duly called and held on May 20, 2017.

In ratifying these Bylaws, the Members repeal all prior Bylaws of BCTSA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the BCTSA as set out in the Articles.

Dated this 20th day of May, 2017.

Signatures:

APPLICANT

APPLICANT

1. 
Signature

1. 
Signature

Name: MAURICE A. JOHNSON

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