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### 6.3 Special Resolution

- a. Special Resolutions will be dealt with under the provisions of the Societies Act of British Columbia, with the notice of proposed Special Resolution given to the members of the Federation not less than 60 days prior to the meeting at which the resolution will be tabled.
- b. The Federation may change its By-Laws by Special Resolution and the resolution is effective on the date of its acceptance by the Registrar, as being in compliance with the Societies Act.

### 6.4 Resolutions Committee

The Directors may appoint a Resolutions Committee with power, if necessary, to redraft text to eliminate repetition and amalgamate resolutions of similar intent provided each sponsoring club is notified and agreeable to the proposed changes and is mentioned in the final resolutions.

### 6.5 Implementation

Any resolution passed at the Annual General Meeting by a majority vote shall be presented by the Directors to the person or department of government or to any other body to whom such resolutions applies and the Directors shall report the action taken upon such resolution.

#### a. Deciding Vote

In the case of an equality of votes, the Chair shall not have a deciding or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall fail.

### 6.6 Reporting to Sponsoring Body & Clubs

All members are to receive a report on the final disposition and all action taken for all resolutions passed at the Annual General Meeting by July 1<sup>st</sup> following the Annual General Meeting of that year and at intervals every three months thereafter until instituted or concluded.

## 7. VOTING

### 7.1. Voting – At Annual and General Meetings

- a. Members may vote only by their duly accredited delegates. Delegates shall confirm their appointment in accordance with the Policy Manual.

Delegates shall be entitled to vote as follows:

i.	Local branches or branch societies delegates	1 vote
ii.	Regional Wildlife Associations delegates	1 vote
iii.	Member Club delegates	1 vote
iv.	Direct Members' Club delegates	1 vote
v.	Corporate Members (Sustaining)	No vote
vi.	Associate Members	No vote
vii.	Officers and Directors	1 vote
viii.	Honorary Life Members	1 vote
ix.	Life Members	No vote
x.	Family Members	No vote
xi.	Junior Members' delegates	1 vote
xii.	Direct Members	No vote
xiii.	BCWF Committee Chairs	1 vote

- b. Voting is by a show of hands, or ballot if requested;
- c. Voting by proxy is not permitted;
- d. Voting shall be by Officers, Directors and duly accredited delegates.

## 7.2 Entitlement

Unless otherwise stated, each Regional Wildlife Association will be entitled to one accredited delegate.

- a. Accredited delegate entitlement for member clubs shall be based on each club's membership numbers as reported to the Federation by December 31 in the year immediately preceding the Annual General Meeting.
- b. Each branch or member club, including the Direct Members' Club, of the Federation with a membership of 100 members or fewer shall be entitled to one accredited delegate.
- c. Each branch or member club, including the Direct Members' Club, of the Federation with a membership of 101 to 200 members shall be entitled to two accredited delegates.
- d. Each branch or member club, including the Direct Members' Club, of the Federation with a membership of 201 to 500 members – three (3) accredited delegates.
  - i. That one additional accredited delegate shall be added for each additional 500 members above 501 club members.
- e. Each accredited delegate shall be entitled to vote on the proceedings at the Annual General Meeting.
- f. The membership of each branch or club shall be the number of members of the branch or club paying per capita dues to the Federation under the provisions of By-Law 3.3 of these By-Laws.

## 7.3. Voting

A Director who is also an accredited delegate of a branch or club may vote as a delegate or a director, but not as both.

## 7.4 Rules of Order

The Fundamental Principles of Canadian Parliamentary Rules of Procedure, as set out in Bourinot's Rules of Order, shall govern the proceedings of the Federation and its Directors and Committees as far as they may be applicable without coming into conflict with the Constitution and By-Laws.

## 8. OFFICERS AND DIRECTORS

### 8.1 Board of Directors

#### a. Make Up

The Board of Directors shall consist of the President, the Immediate Past President, two Vice-Presidents, Treasurer, and not less than three elected Directors. In addition, the President of each Regional Wildlife Association of the Federation shall automatically become a Director of the Federation upon their election as President of the Regional Wildlife Association and continue until the next annual regional election.

Duly elected Regional Wildlife Association Presidents shall be permitted to appoint an alternate to attend the B.C. Wildlife Federation Board of Directors meetings on their behalf, in the event of their being unable to attend, provided they sign the Federation's confidentiality and code of conduct agreement.

#### b. Functions

The Board of Directors shall have oversight and control over the affairs and business of the Federation.

The Directors may exercise all the powers and do all the acts and things that the Federation may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Federation in General Meetings, but subject nevertheless to:

- i. All laws affecting the Federation;

- ii. These By-Laws; and
- iii. The Policy Manual

**c. Dealing with the Executive Director**

The Board of Directors shall have final approval over appointing or relieving the Executive Director as required to carry on the affairs and business of the Federation. The Board of Directors shall have oversight over the powers, duties, privileges and compensation of the Executive Director, and shall approve the annual strategic plan and budget of the Federation setting out the Executive Director's annual objectives.

**8.2 Immediate Past President**

If the immediate Past President does not take office for personal or other reasons, then the Board of Directors may appoint:

- a. The immediate Past President once removed; or
- b. A member of the Past Presidents' Advisory Council who agrees to serve.

**8.3 Tenure**

The President, Vice-Presidents, Treasurer and Directors shall retire at the expiration of their terms at the conclusion of the Annual General Meeting at which their successors will be elected.

**8.4 Nomination and Qualifications of Elected Directors**

A person may stand for election as an Officer or Director if

- a. The person is a member in good standing;
- b. The person meets the qualifications set out in the Societies Act;
- c. The person agrees with and adopts the Federation's Constitution and By-Laws, and agrees to execute the Federation's Confidentiality Agreement, Code of Conduct Agreement and Director's Consent; and
- d. The person is not an "ineligible individual" pursuant to the Canada Revenue Agency requirements for directors of charities.

A Director who fails to execute or comply with the Federation's Confidentiality Agreement, Code of Conduct Agreement or Director's consent may be suspended, disciplined or removed in accordance with the By-Laws.

**8.5 Separate Elections**

Separate elections will be held for each office to be filled.

**8.6 Method**

An election may be by acclamation; otherwise it shall be by ballot.

**8.7 Succession of Previous Person**

If no successor is elected, the person previously elected or appointed may continue to hold office.

**8.8 Employees**

Employees of the Federation shall not hold elected office or serve in the capacity of Committee Chair in the Federation.

**8.9 President's Terms**

No person shall serve more than two consecutive one year terms as President, except as detailed in By-Law 8.7 above, and then only until such time as a successor is elected or appointed.

**8.10 Qualification**

No person shall be qualified to be President of the Federation unless that person has been a member of the Board of Directors of the Federation for at least two years, but not necessarily the year preceding the election.

### **8.11 Vacancies / Appointments**

The President, with the approval of the Board of Directors, may at any time, appoint a member as a Director to fill the vacancy in the Board of Directors.

### **8.12 Term**

A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Federation but is eligible for re-election at that meeting.

### **8.13 Discipline**

- a. The majority of Directors in attendance at any Director's meeting may discipline a Director at any time by taking one or more of the following steps:
  - i. Suspending the Director for a set period of time;
  - ii. Removing the Director from his or her position;
  - iii. Prohibiting a Director from running for office for a set period of time; and/or
  - iv. Expelling the Director as a member, in accordance with section 2.12 of the By-Laws.
- b. A Director may be disciplined if they are found to be guilty of any conduct liable to endanger the welfare, good name, or good order of the Society, including without limitation, breaching the BCWF Board of Directors & Committees Code of Conduct and Ethics.
- c. The disciplined Director may only appeal at the next regularly scheduled meeting of the Board of Directors or with special permission at another meeting.

### **8.14 Appointment**

The President with the approval of the Board of Directors may at any time appoint a Director to fill any officer vacancy.

### **8.15 Term following Appointment**

An officer so appointed shall serve the unexpired term of the officer they are replacing.

### **8.16 Validity**

No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

### **8.17 Reimbursement**

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 them while engaged in the affairs of the Federation.

### **8.18 Absence from Meetings**

Any Director who is absent from two consecutive Board of Directors meetings without reasonable excuse may be requested to resign from the directorate by the Board of Directors.

### **8.19 Notice**

For the first meeting of the Board of Directors held immediately following the appointment or election of a Director or Directors at an Annual General Meeting of Members, or for a meeting of the Board of 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 Directors is present.

### **8.20 Waiver of Notice**

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Federation a waiver of notice, which must be by letter, or any meeting of the Board of Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:



- a. No notice of meeting of the Board of Directors shall be sent to that Director;
- b. Any and all meetings of the Board of Directors of the Federation, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

### **8.21 Consent Board Resolutions**

A resolution in writing, signed by at least 75% of the Directors and placed in the Minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

### **8.22 Investments**

The Board may invest the assets of the Federation, in accordance with the Policy Manual.

### **8.23 Indemnification**

Subject to the provisions of the Societies Act, every Director and Officer of the Federation and their heirs, executors and administrators and their estate shall be indemnified and saved harmless out of the funds of the said Federation in relation to and against:

- a. All costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit, legal proceeding, or arbitration, administrative tribunal proceedings, or otherwise that is brought, commenced, or prosecuted against them in respect of any act, deed, error, or omission, or any matter, or thing whatsoever undertaken by them within the context of the execution of the duties of their office provided same are undertaken in good faith, and do not constitute a violation of any applicable law; and
- b. All other costs, charges and expenses that may be sustained or are sustained or incurred in or about or in relation to the affairs of the Federation except such costs, charges, or expenses which are specifically identified by statute to be their individual liability;
- c. No act or proceeding of any Director or member of the Board of Directors, or of the Board collectively, shall be deemed invalid or ineffective by reason of the subsequent determination of any irregularity, error, or omission, in regard to any act or proceeding in relation to the Board of Directors, if undertaken in good faith and in the ordinary course of business of the Federation.
- d. Subject to the Societies Act, the Federation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Federation pursuant to the provisions herein and the Board may purchase such insurance with appropriate coverage from time to time as the Board of Directors deems appropriate.
- e. The Federation is granted the authority and allowed to enter into any indemnity Agreement with any specific Director or Officer in order to give full force and effect to the terms and provisions in relation to protection and indemnity as specified herein.
- f. Directors may rely upon the accuracy of any statement found in any report prepared by the auditors of the Federation and shall not be responsible or held liable for any loss or damage arising from any matter in relation to such statement or report and may prima facie rely upon such information within the context of the conduct of their duties, indemnification and payment of expenses.

### **8.24 Insurance**

The Federation shall purchase and maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.

### **8.25 Appointment of Additional Directors**

The President may with the approval of the Board of Directors, at the Presidents discretion, appoint Directors for a specific purpose or to represent specific areas or for any reasonable purpose. Such Directors will have all the privileges, responsibilities and obligations of other Directors. The position shall carry a vote on proceedings of the Federation at General Meetings.

**8.26 Number**

The number of additional Directors shall not exceed  $\frac{1}{3}$ <sup>rd</sup> the number of currently elected Directors.

**8.27 Term**

The term of such appointment shall be one year, or until the next Annual General Meeting.

**8.28 Removal of Director**

Additional Directors may be removed from their positions in the same manner and under the same conditions as are in effect for the removal of elected Directors.

**9. PROCEEDINGS OF DIRECTORS**

**9.1 Meetings**

The Board of Directors may meet at the places they think fit to dispatch business and otherwise regulate their meetings and proceedings as they see fit, providing the number of meetings is not less than three per annum.

**9.2 Quorum**

The quorum shall be a majority of the Directors then in office.

**9.3 Chair**

The President shall be Chair of all meetings of the Board of Directors. Except in their absence or at their discretion, a Vice-President may take the Chair.

**9.4 Conference Call Meetings**

A President, or in their absence a Vice-President, may at any time convene a meeting of the Board of Directors. Meetings may be held by conference telephone on a 24 hour notice.

**9.5 Special Meetings**

A special meeting of the Board of Directors may be called at any time upon written request of the majority of Directors, stating the purpose of such a meeting.

**9.6 Notice and Minutes**

A notice giving the date, time and place of Board of Directors meetings shall be mailed, faxed or e-mailed to each Director at least 20 days before the holding of such meeting, except for special Board of Directors meetings as heretofore mentioned. A mailed notice shall be deemed to be received on the day it was posted. Adopted minutes of Directors meetings, shall be available to any club, regional association or member and will be available for viewing upon request within 30 days of the meeting.

**10. COMMITTEES**

**10.1 Appointment**

The President may, from time to time, appoint and constitute Committees and appoint Committee Chairs to perform such business on behalf of the Federation as may be decided. The President shall act ex officio on all committees.

**10.2 Exercise of Powers**

A committee so formed, in the exercise of the powers so delegated, shall conform to any rule imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.

**10.3 Procedures**

Subject to the directions of the Board of Directors, the committee shall determine its own procedure.

#### **10.4 Meeting Frequency**

The members of the committee may meet and adjourn, as they think proper.

#### **10.5 Decision of Questions**

Questions arising at a meeting of the Board of Directors and a committee of Directors shall be decided by a simple majority of votes unless it requires 75% majority to pass.

#### **10.6 Chair's Vote**

In case of an equality of votes, the Chair will cast the deciding vote.

#### **10.7 Executive Committee**

##### **a. Make Up**

There shall be an Executive Committee of the Federation consisting of the President, the two Vice-Presidents, the Treasurer, the immediate Past President, and the Executive Director (non-voting).

##### **b. Functions**

The functions of the Executive Committee shall be to:

- i. Assist the President in managing the Board of Directors;
- ii. Provide guidance and support to the Executive Director;
- iii. Engage with membership;
- iv. Provide support to the various committees of the Federation; and
- v. Where the role of Executive Director is vacant for any reason, implement and administer the day-to-day affairs of the Federation

##### **c. Limitations**

Subject to any limitation imposed by the Board of Directors from time to time, the Executive Committee shall have and may exercise all powers of the Board of Directors, consistent with the Policy Manual, in emergency circumstances where it is not practical to call a meeting of the Board of Directors.

##### **d. Reporting**

The Executive Committee shall make full report of its activities at each meeting of the Board of Directors and at such other times as may be required by the Board of Directors.

##### **e. Calling of Meetings**

The meetings of the Executive Committee may be called at any time by the President or on the request of a majority of the Executive Committee. At the discretion of the President, a meeting may be conducted by telephone conference call on giving at least 24 hours' notice by telephone, facsimile or electronic mail to each member of the Committee, as to the arranged time and date of the conference call meeting, provided that no such notice is required where all members of the committee are present in person.

##### **f. Quorum**

A quorum for a meeting of the Executive Committee shall be a simple majority.

##### **g. Majority**

At meetings of the Executive Committee, the vote of the majority shall govern. Only in the event of a tie vote may the Chair cast a vote. The vote shall not be passed with less than three votes.

##### **h. Expenses**

The Executive Committee shall be subject to all rules, which govern the functioning of the Board of Directors insofar as coverage of necessary expenses is concerned.

## 11. DUTIES OF OFFICERS

### 11.1 President

#### a. Role

The President is responsible for supervising the other Directors in the execution of their duties. The President shall preside at all meetings of the Federation and the Board of Directors. Except in the President's absence or at the President's discretion, a Vice-President may take the chair.

#### b. Appointing, Removal and Hiring of Executive Director

Subject to the approval of the Board of Directors, the President shall appoint or relieve the Executive Director as required to carry on the affairs and business of the Federation. The President shall appoint a hiring committee to assist with identifying and assessing candidates for the position of Executive Director. With input from the Executive Committee, and subject to the strategic plan and budget approved by the Board of Directors, the President shall fix the powers, duties, compensation and privileges of the Executive Director.

### 11.2 Executive Director

#### a. Role

The Executive Director:

- i. Is responsible for the administration of the day-to-day business of the Federation;
- ii. Shall act as an advisor to the Executive Committee and to the Board of Directors, and to any other Committee of the Federation;
- iii. Shall undertake actions, in accordance with the annual strategic plan and budget approved by the Board of Directors, to efficiently manage the Federation, and for the achievement of the Federation's mission and objectives;
- iv. Shall prepare an Annual Operations Plan aligned to the Annual Strategic Plan, to be approved by the Board of Directors;
- v. Shall maintain appropriate documents and records of the Federation as prescribed pursuant to applicable law, including the Societies Act, and as otherwise directed by the Board; and
- vi. Subject to the annual strategic plan and budget approved by the Board of Directors, shall appoint or relieve Federation staff as required to carry on the affairs of the Federation and shall fix the powers, duties, privileges and compensation of each individual employee.

### 11.3 Recording Secretary

The President may appoint a Recording Secretary who shall:

- a. Conduct the correspondence of the Federation.
- b. Issue notices of meetings of the Federation and Directors.
- c. Cause minutes to be made and kept of all meetings of the Federation, the Board of Directors and the Executive Committee.
- d. Have custody of all records and documents of the Federation except those required to be kept by the Treasurer.
- e. Have custody of the common seal of the Federation.
- f. Maintain the Register of Members.

### 11.4 Appointing Alternate Recording Secretary

At all meetings the President shall appoint a person to act as Recording Secretary at the meetings if the current Recording Secretary is unable to attend.

### 11.5 Vice-President

A Vice-President named by the President or selected by the Board of Directors shall carry out the

duties of the President during their temporary absence or in the event of the resignation of the President. In the case of there being no President elected at the Annual General Meeting the Board of Directors shall name a Vice-President to carry out the duties of the President.

#### **11.6 Treasurer**

- a. Shall keep the financial records, including books of account necessary to comply with the *Societies Act*.
- b. Shall render financial statements to the Board of Directors, Members and others when required.
- c. Shall prepare a report for the Annual General Meeting.

### **12. SEAL AND SIGNING AUTHORITY**

#### **12.1 Use of Seal**

The Board of Directors may provide a common seal for the Federation and may destroy a seal and substitute a new seal in its place.

#### **12.2 Signing Authority**

Any two of the President, a Vice-President, Treasurer or a delegated staff member shall sign all written contracts and obligations of the Federation and affix the seal thereto, if necessary, or shall give power of attorney, as the Board of Directors may determine, for signing such documents and affixing the seal of the Federation.

### **13. BORROWING**

#### **13.1 Authority**

In carrying out the purpose of the Federation, the Directors may borrow or raise or secure the payment of money in such manner as they think fit and, in particular, by the issue of debentures, provided debentures shall not be issued without the sanction of a Special Resolution of the Federation.

#### **13.2 Authorization**

From time to time, the Directors may authorize any Director, officer or employee of the Federation or any other person to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any money borrowed by or remaining due from the Federation, as the Directors may authorize, and generally to manage transactions and settle the borrowing of money by the Federation.

#### **13.3 Restrictions**

The member may, by Special Resolution, restrict the borrowing powers of the Directors, but any such restriction imposed expires at the Annual General Meeting.

### **14. AUDITOR**

#### **14.1 Requirement**

The Federation is required to have an auditor.

#### **14.2 Appointment**

At each Annual General Meeting the Federation shall appoint an auditor to hold office until the auditor is re-elected or their successor is elected at the next Annual General Meeting. The auditor shall be appointed at each Annual General Meeting.

#### **14.3 Removal**

An auditor may be removed by any ordinary resolution at the Annual General Meeting or Special

General Meeting.

**14.4 Informing the Auditor of Appointment**

An auditor shall be promptly informed in writing of appointment or removal.

**14.5 Exclusions**

No Officer, Director or Employee of the Federation shall be auditor.

**14.6 Attendance at Meetings**

The auditor may attend General Meetings.

**14.7 Fiscal Year**

The fiscal year of the Federation shall be the calendar year.

**14.8 Annual Audited Financial Statements Distributed to Member Clubs**

A copy of the yearly audited financial statements shall be distributed by electronic mail to Member Clubs at least 10 days before the Annual General Meeting.

**14.9 Annual Audited Financial Statements Distributed at AGM**

The Federation shall provide a hard copy of the Financial Audit to all Members attending the Annual General Meeting.

**15. NOTICE TO MEMBERS**

**15.1 Means of Notification**

A notice may be given to a Member, either personally or by mail, at their registered address, or by facsimile or email to an address provided by the Member for that purpose.

**15.2 Proof of Notice**

A notice sent by mail shall be deemed to have been given on the day on which the notice is posted, and by way of proving the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office.

**15.3 Notice of Annual General Meeting**

Notice of an Annual General Meeting shall be given to:

- a. Every Member, Club, Branch, Region, Direct Member, Honorary Life Member and Life Member shown on the Register of Members on the day the notice is given.
- b. The auditor.

**15.4 Rendering of Notice**

No other person is entitled to receive a notice of an Annual General Meeting or General Meeting.

**16. BY-LAWS**

**16.1 Member Entitlement**

On being admitted to membership, each Member is entitled to and the Federation shall give them, without charge, a copy of the Constitution and By-Laws of the B.C. Wildlife Federation.

**16.2 By-Law Changes**

These By-Laws shall not be altered or added to except by Special Resolution passed at an Annual General Meeting.

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## 17. MISCELLANEOUS

### 17.1 Meetings

Any meeting of the Federation, the Board, or any committee may also be held, or any person may participate in any meeting of the Federation, the Board, or any committee, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and may vote, if entitled to do so, by a voice vote recorded by the secretary of such meeting.

## 18. FORMERLY UNALTERABLE PROVISIONS

### 18.1 Sections from Constitution

The following provisions under this Part were formerly unalterable and shall not be altered except by Board resolution sanctioned by a Special Resolution passed at a General Meeting.

- a. To promote the true appreciation of sportsmanship and sports safety in the light of fish and wildlife regulations, and all the fair and accepted rules of hunting and fishing, and to foster co-operation and goodwill among sportspeople and outdoor recreationists in British Columbia and the rest of the world.
- b. In the event of winding up or dissolution of the Society [Federation], funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or organizations pursuing the same purpose as this Society as may be determined by the Members of the Society at the time of winding up or dissolution and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided, however, that such organizations referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
- c. The aims of the Society [Federation] shall be carried out without purpose of gain for its Members and any profit or other accretion shall be used for furthering its aims.
- d. That should the B.C. Wildlife Federation, which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolves or ceases to exist, have any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence these/they shall be distributed by the B.C. Wildlife Federation to: such charitable organizations in British Columbia pursuing the same purpose as this Federation at the time of winding up or dissolution and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization in British Columbia, provided, however that such organization referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.