

Index and Archivists notes on BCAWA Constitution and By-Law evolution

As I recall it, at the original meetings in Penticton about the formation of the organization later known as BCAWA, there was a general aversion to having anything as formal as a Constitution. However, it was recognized that there had to be some form of procedure under which to operate. Accordingly the first “constitution” was called Operating Parameters, two early versions of which are below. During my term as President (1977-8) I instigated the drafting of the first formal Constitution and By Laws and these were adopted at the Annual General Meeting in 1978. For interest, versions from 1986, 1995, 2000, and 2001 are also reproduced below.

While not formally part of the By-laws, various resolutions passed by either the Executive Council or at AGMs are binding until formally rescinded. These “Policies and Procedures” can be difficult to track other than poring over past minutes and, on two occasions I can find, someone has formalized these into a formal Policies and Procedures document.

The following are available below:

- 1973 Operating Parameters
- 1974 Operating Parameters
- 1978 Constitution and By-Laws
- 1986 Constitution and By-Laws
- 1995 Constitution and By-Laws
- 2000 (May) Constitution and By-Laws
- 2000 (Sep) Constitution and By-Laws
- Policies and Procedures to 1982
- Policies and Procedures 1991-3

Robin McNeil, 2019-02-15

OPERATING PARAMETERS

A. NAME: British Columbia Amateur Winemakers Association.

B. OBJECTIVES:

1. Assist in organing such meeting as the Penticton Conference.
2. Assist in organing the B.C. Amateur Winemakers Competition.
3. Give assistance to winemaking clubs:
 - a. To unorganized groups in the form of printed information and personal representatives.
 - b. To organized clubs as requested.
4. Be prepared to make representations to Government bodies if required:
 - a. Initially list restrictions applicable to amateur winemakers.
 - b. Make such information available to clubs.
 - c. Take no further action unless requested.
5. Consider means of assisting clubs to improve judging in such matters as:
 - a. Rules, forms, procedures, etc.
 - b. Training, testing and selection of judges.
6. Be prepared to act as liason between B.C. amateur winemakers and representatives of outside organizations.
7. Perform such additional functions as are necessary to assist amateur winemaking clubs and their members.

C. MEMBERSHIP:

1. Clubs or groups of amateur winemakers are invited to affiliate with the B.C.A.W.A.
2. Affiliates of B.C.A.W.A. shall:
 - a. Designate two members to serve as Delegates on the Governing Council of the B.C.A.W.A. and to act as liason between the B.C.A.W.A. Executives and individuals of their club.

Delegates should be chosen with a view to providing continuity on the council from year to year.
 - b. Pay annual dues according to the current fee ~~str~~ucture as established by the Executive, such dues to be payable at the start of each fiscal year.
 - c. Provide B.C.A.W.A. with an up to date list of their member.
 - d. Provide B.C.A.W.A. with copies of their constitution and by-laws.

2.

D. OPERATING GUIDELINES:

1. The fiscal and operating period of the B.C.A.W.A. shall be from one Annual General Meeting to the next.
2. The Governing Council will consist of 2 Delegates from each affiliate.
3. The Governing Council shall:
 - a. Meet as required during each year.
 - b. Elect from the total membership of the B.C.A.W.A. the following Officers: President, Vice-President, Secretary, Treasurer, Steward.
 - c. The Executive Committee shall consist of the foregoing officers and shall meet from time to time at the request of the President or of any two of the other officers.
 - d. Pending election of the incoming Executive, the previous Executive shall continue to hold office.
 - e. The Executive Committee shall organize the following committees:
 - i. Provincial Competition
 - ii. Provincial A.G.M.
 - iii. Provincial Organization
 - iv. Club Assistance
 - v. Such additional committees as in the opinion of the Executive Committee or the Governing Council are required to fulfill the objectives of the Association
4. The Executive Committee shall appoint members of the Governing Council to represent B.C.A.W.A. in such associated organizations as it seems necessary or desirable.
5. The Governing Council shall submit a report annually to each affiliated club, which shall include a report of finances and of each of the committees of B.C.A.W.A. for the immediately preceding year.

SPECIFIC PROPOSALS RE PROVINCIAL COMPETITION:

1. To be held a reasonable time prior to the National Competition.
2. B.C.A.W.A. to specify all governing conditions such as:
 - a. Classes,
 - b. Location,
 - c. Dates and Times,
 - d. Judges,
 - e. Entry fees, etc.
3. Designated clubs to be responsible for detailed implementation and for attendant social activities.
4. Governing Council of B.C.A.W.A. to invite applications for host from all affiliated clubs, select from such application, if any and designate host clubs.
5. Entries to be restricted to members in good standing of affiliated clubs of B.C.A.W.A.

OPERATING PARAMETERS

A. NAME: British Columbia Amateur Winemakers Association.

B. OBJECTIVES:

1. Assist in organizing such meetings as the Penticton Conference.
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3. Give assistance to winemaking clubs:
 - a. To unorganized groups in the form of printed information and personal representatives.
 - b. To organized clubs as requested.
4. Be prepared to make representations to Government bodies if required:
 - a. Initially list restrictions applicable to amateur winemakers.
 - b. Make such information available to clubs.
 - c. Take no further action unless requested.
5. Consider means of assisting clubs to improve judging in matters such as:
 - a. Rules, forms, procedures, etc.
 - b. Training, testing and selection of judges.
6. Be prepared to act as liaison between B.C. amateur winemakers and representatives of outside organizations.
7. Perform such additional functions as are necessary to assist amateur wine-making clubs and their members.

C. MEMBERSHIP:

1. Clubs or groups of amateur winemakers are invited to affiliate with the B.C.A.W.A.
2. Affiliates of B.C.A.W.A. shall:
 - a. Designate two members to serve as Delegates on the Governing Council of the B.C.A.W.A. and to act as liaison between the B.C.A.W.A. Executive and individuals of their club.
Delegates should be chosen with a view to providing continuity on the council from year to year.
 - b. Pay annual dues according to the current fee structure as established by the Executive, such dues to be payable at the start of each fiscal year.
 - c. Provide B.C.A.W.A. with an up to date list of their members.
 - d. Provide B.C.A.W.A. with copies of their constitution and by-laws.

D. OPERATING GUIDELINES:

1. The fiscal and operating period of the B.C.A.W.A. shall be from one Annual General Meeting to the next.
2. The Governing Council will consist of 2 Delegates from each affiliate.
3. The Governing Council shall:
 - a. Meet as required during each year.
 - b. Elect from the total membership of the B.C.A.W.A. the following Officers: President, Vice President, Secretary, Treasurer, Steward.
 - c. The Executive Committee shall consist of the foregoing officers and the Immediate Past President and shall meet from time to time at the request of the President or of any two of the other officers.
 - d. Pending election of the incoming Executive, the previous Executive shall continue to hold office.
 - e. The Executive Committee shall organize the following committees:
 - i. Provincial Competition
 - ii. Provincial A.G.M.
 - iii. Provincial Organization
 - iv. Club Assistance
 - v. Such additional committees as in the opinion of the Executive Committee or the Governing Council are required to fulfill the objectives of the Association.
4. The Executive Committee shall appoint members of the Governing Council to represent B.C.A.W.A. in such associated organizations as it seems necessary or desirable.
5. The Governing Council shall submit a report annually to each affiliated club, which shall include a report of finances and of each of the committees of B.C.A.W.A. for the immediately preceding year.

SPECIFIC PROPOSALS RE PROVINCIAL COMPETITION

1. To be held a reasonable time prior to the National Competition.
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3. Designated clubs to be responsible for detailed implementation and for attendant social activities.
4. Governing Council of B.C.A.W.A. to invite applications for host from all affiliated clubs, select from such application, if any, and designate host clubs.
5. Entries to be restricted to members in good standing of affiliated clubs of B.C.A.W.A.

BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION

CONSTITUTION

I NAME:

The organization shall be called the BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION (referred to here-in-after as BCAWA).

II AIM:

To develop and share the skills of making wine, beer and cider.

III OBJECTIVES:

To achieve the foregoing aim by:

1. Establishing and maintaining communications amongst local, provincial, and national associations with similar aims.
2. Acting, as necessary, as liaison between BC amateur winemakers and representatives of other such-like organizations.
3. Giving assistance to winemaking clubs as requested; such as helping to organize new clubs, providing speakers and making available printed information.
4. Encouraging and assisting the BC Guild of Wine Judges.
5. Helping to organize an annual Provincial Competition.
6. Encouraging the organization of wine, beer, and ale and cider makers where the interchange of ideas and information may take place.
7. It is understood that the BCAWA will exercise no control or authority over member clubs or groups. *to meetings*

IV AMENDMENT:

This constitution may be amended by a Resolution passed by a 2/3rds majority of the duly elected delegates present at an Annual General Meeting.

Any proposed amendments to the constitution must be received by the Secretary 60 days prior to the Annual General Meeting to allow circulation to the affiliated clubs.

BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION

BY-LAWS

I MEMBERSHIP:

1. The membership shall be clubs or groups of amateur winemakers who apply for affiliation with the BCAWA.

2. The Members of BCAWA shall:

(a) Pay annual dues according to the current fee structure as established by the Annual General Meeting, such dues to be payable at the start of each fiscal year.

(b) Designate two delegates to the Governing Council who shall act as liaison between the Executive and their club members and who should be chosen with a view to providing continuity on the Council from year to year.

(c) Provide BCAWA with an up to date list of their members including a list of addresses and phone numbers of their Executive members.

II MEETING AND OPERATING GUIDELINES:

1. The fiscal and operating period of the BCAWA shall be from one Annual General Meeting to the next.

2. The Governing Council shall consist of the 2 Delegates elected by each member club or group, who shall have voting privileges.

3. The Governing Council shall:

(a) Meet as required during each year.

(b) Hold an Annual General Meeting at which time an election will take place, electing from the total membership of the member clubs the following officers: President, Vice-President, Secretary, Treasurer, Steward (who should, whenever possible, be elected from the membership of the club or clubs hosting the annual Provincial Competition) and a National Director.

(c) Appoint annually an Archivist.

4. The Annual General Meeting shall be held in the fall each year. The exact time and place shall be proposed by the host club(s) and be subject to approval at a meeting of the Governing Council.

5. The Executive Committee shall consist of the foregoing officers and the Immediate Past President and shall meet from time to time at the request of the President or of any two of the other officers.

6. All Governing Council and Executive Committee meetings shall be open to interested members of member clubs but voting and decision making shall be limited to the official representatives.

7. At Governing Council meetings, the members of the Executive Committee, unless duly elected Delegates, may not vote, except that the President shall cast a tie-breaking vote when necessary.

III DUTIES AND RESPONSIBILITIES:

1. The EXECUTIVE COMMITTEE shall:

(a) Be responsible for the organization of the following activities either by obtaining host clubs or actively organizing:

- i. The Annual Provincial Competition, particularly those duties laid out in the Provincial Competition Handbook.
- ii. The Annual General Meeting.
- iii. Governing Council Meetings.

(b) Appoint the following committees:

- i. A Nominating Committee composed of 1 member from each of 3 clubs to be formed in May and to circulate a slate of officers no later than August.
- ii. A Scrutineers Committee composed of 1 member each from 2 different clubs to serve at the Annual Election of Officers.
- iii. An Awards Committee to award BCAWA service pins according to the criteria established by the Executive.
- iv. Any Ad hoc Committees as are required to fulfill the objectives of the Association.

2. The PRESIDENT shall:

- (a) Preside at all meetings of the Association when present.
- (b) Co-ordinate the activities of the Executive Committee and its various committees
- (c) Be an ex-officio member of these committees.

3. The VICE-PRESIDENT shall:

- (a) Act as chairman in the absence of the President.
- (b) Assist as required by serving on any of the above noted committees.
- (c) Be responsible for new members and provide assistance as required.

4. The SECRETARY shall:

(a) Whenever possible attend all meetings of the Association, and of the Executive, and keep accurate minutes of the same, distributing these in accordance with the instructions of the Executive.

(b) Keep a record of all the members of the BCAWA and send all notices and agendas of the various meetings as required.

(c) Have charge of all the correspondence of the Association.

(In case of the absence of the Secretary, his/her duties shall be carried out by a person appointed by the Executive.)

5. The TREASURER SHALL:

(a) Receive all monies paid to BCAWA and shall be responsible for the safeholding thereof.

(b) Disburse funds not in excess of \$50. without referral to the Executive Committee nor in excess of \$500. without referral to the Governing Council.

(c) Present a financial statement at each Governing Council Meeting and a written financial statement at the Annual General Meeting.

6. The STEWARD shall:

(a) Act as liaison between the club(s) hosting the Provincial Competition and the BCAWA Governing Council and Executive Committee.

(b) Perform the duties outlined in the current issue of the BCAWA Competition Handbook.

(c) Assist the host(s) of the various BCAWA meetings as required.

7. The NATIONAL DIRECTOR shall:

(a) Disseminate and distribute information received concerning any Amateur Winemakers of Canada function.

(b) Collect and ship wines to any National Competition.

(c) Collect and forward any National perpetual trophies held by British Columbia.

(d) Represent BCAWA at the Annual General Meeting of the Amateur Winemakers of Canada and vote in accordance, as far as possible, with the wishes of the Association.

8. The ARCHIVIST shall:

(a) Maintain and preserve BCAWA records and memorabilia.

(b) Publish, as required, the historical data re competition results.

9. The IMMEDIATE PAST PRESIDENT shall:

(a) Act as a consultant and give assistance and direction as may be required.

IV. AMENDMENT:

These BY-LAWS may be rescinded, altered or added to by any Resolution passed by a majority of those delegates present at a Governing Council Meeting or at the Annual General Meeting.

BRITISH COLUMBIA AMATEUR WINEMAKERS' ASSOCIATION

CONSTITUTION

1986

1. NAME

The organization shall be called the BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION (referred to here-in-after as B.C.A.W.A.).

2. AIM

To develop and share the skills of making win, beer and cider.

3. OBJECTIVES

To achieve the foregoing aim by:

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3. Giving assistance to winemaking clubs as requested; such as helping to organize new clubs, providing speakers and making available printed information.
4. Encouraging and assisting the B.C. Guild of Wine Judges.
5. Helping to organize an annual Provincial Competition.
6. Encouraging the organization of wine, beer, and ale and cider makers where the interchange of ideas and information may take place.

4. AMENDMENTS

This Constitution may be amended by a Resolution passed by a 2/3rds majority of the duly elected delegates present at an Annual General Meeting.

Any proposed amendments to the Constitution must be received by the Secretary 60 days prior to the Annual General Meeting to allow circulation to the affiliated clubs.

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BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION

BY-LAWS

I. MEMBERSHIP:

1. The Membership shall be clubs or groups of amateur winemakers who apply for affiliation with the BCAWA

2. The Members of BCAWA shall:
 - (a) Pay annual dues according to the current fee structure as established by the Annual General Meeting, such dues to be payable at the start of each fiscal year.

 - (b) Designate two delegates to the Governing Council who shall act as liaison between the Executive and their club members and who should be chosen with a view to providing continuity on the Council from year to year.

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1. The fiscal and operating period of the BCAWA shall be from one Annual General Meeting to the next.

2. The Governing Council shall consist of the two Delegates elected by each member club or group, who shall have voting privileges.

3. The Governing Council shall:
 - (a) Meet as required during each year.

 - (b) Hold an Annual General Meeting at which time an election will take place, electing from the total Membership of the member clubs the following officers: President, Vice-President, Secretary, Treasurer, Steward (who should, whenever possible, be elected from the Membership of the club or clubs hosting the Annual Provincial Competition), a National Director and two Directors At Large.

(c) Appoint annually an Archivist.

4. The Annual General Meeting shall be held in the fall each year. The exact time and place shall be proposed by the host club(s) and be subject to approval at a meeting of the Governing Council.
5. The Executive Committee shall consist of the foregoing officers and the Immediate Past President and shall meet from time to time at the request of the President or of any two of the Officers.
6. All Governing Council and Executive Committee meetings shall be open to interested Members of member clubs but voting and decision-making shall be limited to the official representatives.
7. At Governing Council meetings, the members of the Executive Committee, unless duly elected Delegates, may not vote, except that the President shall cast a tie-breaking vote when necessary.
8. It is understood that the BCWA will exercise no control or authority over member clubs or groups.

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- (a) Preside at all meetings of the Association when present.
- (b) Coordinate the activities of the Executive Committee and its various committees.
- (c) Be an ex-officio member of these committees.

3. The VICE-PRESIDENT shall:

- (a) Act as Chairman in the absence of the President.
- (b) Assist as required by serving on any of the above noted committees.
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- (a) Whenever possible attend all meetings of the Association, and of the Executive, and keep accurate minutes of the same, distributing these in accordance with the instructions of the Executive.
- (b) Keep a record of all the Members of the BCAWA and send all notices and agendas of the various meetings as required.

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(In case of the Secretary's absence, his/her duties shall be carried out by a person appointed by the Executive.)

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- (b) Disburse funds not in excess of \$50.00 without referral to the Executive Committee nor in excess of \$500.00 without referral to the Governing Council.
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- (b) Perform the duties outlined in the current issue of the BCAWA Competition Handbook.
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7. The NATIONAL DIRECTOR shall:

- (a) Disseminate and distribute information received concerning any Amateur Winemakers of Canada function.
- (b) Collect and ship wines to any National Competition.
- (c) Collect and forward any National perpetual trophies held by British Columbia.
- (d) Represent BCAWA at the Annual General Meeting of the Amateur Winemakers of Canada and vote in accordance, as far as possible, with the wishes of the Association.

8. The DIRECTORS AT LARGE shall:
 - (a) Perform duties as required by the Executive Committee.

9. The ARCHIVIST shall:
 - (a) Maintain and preserve BCAWA records and memorabilia.
 - (b) Publish, as required, the historical data re competition results.

10. The IMMEDIATE PAST PRESIDENT shall:
 - (a) Act as a consultant and give assistance and direction as may be required.

IV. AMENDMENT

These BY-LAWS may be rescinded, altered or added to by any Resolution passed by a majority of those delegates present at a Governing Council Meeting or at the Annual General Meeting.

PRINTED AS AMENDED - NOVEMBER 1983

British Columbia Amateur Winemakers Association

Constitution and By-Laws



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BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION

CONSTITUTION

1. The name of the society is:

THE BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION (Referred to hereinafter as the Association).

2. The purposes of the society are to:

- (a) develop and share the skills of making and appreciating wine, beer and cider, without interfering with the autonomy of Member Clubs;
- (b) encourage and assist the interchange of ideas and information among amateur makers of wine, beer and cider;
- (c) establish and maintain communication amongst local, provincial and national associations with similar aims;
- (d) act as necessary, as liaison between B.C. amateur winemakers and representatives of other such-like organizations;
- (e) give assistance to winemaking clubs as requested, help to organize new clubs, provide speakers and information; and
- (f) help organize annual Provincial Competitions.



19 February 1995

BY-LAWS

PART 1 - INTERPRETATION

1. In these by-laws, unless the context otherwise requires:
 - (a) "director" means the directors of the Association for the time being;
 - (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 a member means the address for that member as recorded in the Register of Members;
 - (d) "general meeting" means meetings of the *delegates* of member clubs and the directors. The term "council" is synonymous;
 - (e) the term "club" shall include "guild", "circle", "association", and any other such terms as member clubs use in their names;
 - (f) "executive meetings" means meetings of the *directors* of the Association;
 - (g) other definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws;
 - (h) "special resolution" means a resolution passed in general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person;
 - (i) of which the notice that the By-Laws provide and not being less than 30 days' notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (ii) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 30 days' notice has been given;
 - (i) "host club" means a single member club or a group of member clubs acting together to host a competition, general meeting, or annual general meeting;
 - (j) "member" shall mean member club.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.
3. The fiscal year of the Association shall be from one annual general meeting to the next.

PART 2 - MEMBERSHIP

4. The members of the Association shall be those clubs of amateur winemakers who are granted membership in the Association
5. The member clubs of the Association shall:
 - (a) pay annual dues in accordance with the current fee-per-person structure as is established by the annual general meeting, and such dues are payable at the start of each fiscal year;
 - (b) designate one voting delegate to attend each general meeting of the fiscal year commencing to speak and vote for their clubs at the general meetings;
 - (c) provide the Secretary of the Association with a list of their club members including addresses and telephone numbers of their club directors promptly after their club's election of officers.

6. The member clubs of the Association are the applicants for incorporation of the Association, and those member clubs who have subsequently become members, in accordance with these By-Laws and, in either case, have not ceased to be members.
7. Every member club shall uphold the Constitution of the Association and comply with these By-Laws.
8. A Club shall cease to be a member of the Association by:
 - a) delivering its resignation in writing to the Secretary of the Association, or by mailing or delivering it to the address of the Association;
 - b) the member club having ceased to operate;
 - c) the member club having been expelled from the Association;
 - d) the member club not having been in good standing for 12 consecutive months.
9. A member club may be expelled by:
 - (a) a special resolution of the member clubs passed at a regular general meeting;
 - (b) a notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion;
 - (c) the member club which is the subject of the proposed expulsion shall be given an opportunity to be heard at the meeting defined in (1) above before the special resolution is put to a vote.
10. All member clubs are in good standing except a member club that has failed to pay the current annual membership fee, or any subscription or debt due or owing by that member club to the Association, and that member club is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS

11. General meetings of delegates from the member clubs will be held at such times and places, in accordance with the *Society Act*, as are approved by the directors.
12. Notice of each general meeting shall be sent, in advance, to each member club, and shall specify the place, day and hour of meeting, and shall include an agenda outlining the general nature of any special business to be discussed.
13. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the member clubs entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation: and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.
15. The annual general meeting shall be held in conjunction with the Provincial Competition. The time and the place will be chosen by the host member club subject to the approval by the directors.

16. The host club shall make the arrangements for the room rent and other costs, subject to approval of the directors, for the annual general meeting. The Association shall bear the costs of the annual general meeting.
17. At each annual general meeting an election will take place to elect the following directors: a President, Vice-President, Secretary, Treasurer, Chief Steward, a National Director, and two Directors-at-Large. These directors, together with the Immediate Past President, shall comprise the executive.
18. The annual general meeting shall appoint an Archivist.
19. All general meetings shall be open to members of member clubs, and they may speak, but only named delegates will vote. Directors do not have a vote at general meetings unless they are named as delegates.
20. All motions to be placed on the agenda for discussion at the annual general meeting must be presented to the Secretary in writing no later than 9 p.m. of the Friday preceding the annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

21. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:
 - (I) the adoption of rules of order;
 - (II) the consideration of financial statements;
 - (III) the reports of the directors;
 - (IV) the report of the auditor, if any;
 - (V) the appointment of the auditor, if required; and
 - (VI) such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the reports of the directors issued with the notice convening the meeting.
22. 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.
23. 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.
24. A quorum is 5 delegates present, or such greater numbers as may be determined at a general meeting.
25. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to a later time and place to be determined by the directors.

26. Subject to By-Law 27, the President of the Association, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
27. If at a general meeting:
 - (a) there is no President, Vice-President, or other director present within 30 minutes after the time appointed for holding the meeting; or
 - (b) the President and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
28. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
 - (a) 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.
 - (b) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
29. No resolution proposed at a meeting need be seconded, and the chairman of the meeting may move or propose a resolution.
30. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which the chairman may be entitled as a delegate and the proposed resolution shall not pass.
31. A delegate of a member club in good standing, present at a general meeting, is entitled to one vote.
32. Voting is by show of hands.
33. Voting by proxy is not permitted.

PART 5 - DIRECTORS

34. The directors may exercise all such powers and do all such acts and things as the Association 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 Association in a general meeting, but subject, nevertheless to the provisions of:
 - (a) all laws affecting the Association;
 - (b) these By-Laws; and
 - (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Association in general meeting.
35. No rule, made by the Association in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
36. The directors shall hold the offices of President, Immediate Past President, Vice-President, Secretary, Treasurer, Chief Steward, National Director, and two Directors-at-Large.

37. The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
38. The directors shall retire from office at each annual general meeting when their successors shall be elected.
39. Separate elections shall be held for each office to be filled.
40. An election may be by acclamation, otherwise it shall be by ballot.
41. If no successor is elected, the person previously elected or appointed continues to hold office.
42. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - (a) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
43. 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.
44. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
45. 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.
46. No director shall be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

PART 6 - PROCEEDINGS OF DIRECTORS

47. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting as proceeding, as they see fit.
48. The directors may, from time to time, fix the quorum necessary to transact business; and, unless so fixed, the quorum shall be a majority of the directors then in office.
49. 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.
50. A director may at any time request a meeting of the directors, and the Secretary, on the request of a director, shall, convene a meeting of the directors.
51. The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
 - (a) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be 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.

52. 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.
53. The members of a committee may meet and adjourn as they think proper.
54. Notice of a meeting of directors will be sent to the directors as individuals, not through their clubs.
55. 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.
56. A director who may be temporarily absent from British Columbia may send or deliver to the address of the Association a waiver of notice of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn;
 - (a) no notice of meetings shall be sent to that director; and
 - (b) any and all meetings of the directors of the Association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
57. Questions arising at any meeting of directors, and committees of directors shall be decided by a majority of votes.
 - (a) In case of an equality of votes the chairman does not have a second or casting vote.
58. No resolution proposed at any meeting of directors need be seconded, and the chairman of the meeting may move or propose a resolution.
59. 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 any meeting of directors.
60. An education committee shall be appointed.

PART 7 - DUTIES OF OFFICERS

61. The President shall:
 - (a) preside at all meetings of the Association and of the directors;
 - (b) as chief executive officer of the Association, supervise the other officers in the execution of their duties;
 - (c) be an ex-officio member of all committees.
62. The Immediate Past President shall:
 - (a) act as correspondent to the GRAPEVINE;
 - (b) be chairman of the nominating committee;

- (c) act as consultant to the executive, providing such advice and assistance as may be required. (In the event that the Immediate Past President is unable to serve, the previous Past President shall assume those duties.)
63. The Vice-President shall:
- (a) act as chairman in the absence of the President;
 - (b) be responsible for preparing revisions to the Constitution and By-Laws, and for providing copies of these documents to delegates at the annual general meeting;
 - (c) provide such assistance as is appropriate to new member clubs;
 - (d) serve, as requested, on committees.
64. The Secretary shall:
- (a) conduct the correspondence of the Association;
 - (b) issue notices of meetings of the Association and directors;
 - (c) prepare and have custody of minutes of meetings of the Association and directors in compliance with the *Society Act*;
 - (d) maintain the Register of Members.
65. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
66. The Treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*;
 - (b) distribute funds as authorized in an accepted budget;
 - (c) distribute funds not in excess of \$750.00 without referring to the directors;
 - (d) present a financial statement at each general meeting, and a written financial statement at the annual general meeting;
 - (e) render financial statements to the directors, members and others when required.
67. The Chief Steward shall:
- (a) act as liaison between the member club(s) hosting the Provincial Competition and the Association executive and general meeting;
 - (b) be in charge of the Provincial Competition, but NOT necessarily the peripheral social activities being organized by the host club.
68. The National Director shall:
- (a) receive and disseminate information concerning Amateur Winemakers of Canada functions;
 - (b) whenever possible, attend the annual general meeting of the Amateur Winemakers of Canada as the representative of the Association;
 - (c) prepare and present entry forms to the National Competition to qualified recipients;
 - (d) receive and forward entries to the Amateur Winemakers of Canada for the National Competition.
69. The Directors-at-Large shall:
- (a) correspond with member clubs to determine their current named delegates, and to encourage attendance of these delegates at general meetings;

- (b) perform such other duties as are required.
- 70. The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.
- 71. One director may hold two offices, but will have only one vote at directors meetings.
- 72. The directors shall retire from office at each annual general meeting, when their successors shall be elected or appointed.
- 73. Separate elections shall be held for each office to be filled.
- 74. An election may be by acclamation, otherwise it shall be by ballot.
- 75. If no successor is elected the person previously elected or appointed continues to hold office.
- 76. The Immediate Past President shall be appointed a director.
- 77. If a director resigns from office or otherwise ceases to hold office, the remaining directors may appoint a successor to take the place of the former director. A director so appointed holds office only until conclusion of the next following annual general meeting, but is eligible for re-election at that meeting.
- 78. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 79. The delegates of member clubs may, by special resolution, remove a director from office, and may elect a successor to complete a term of office.
- 80. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

PART 8 - ARCHIVIST

- 81. The archivist is appointed, rather than elected, at the annual general meeting, and is not a director.
- 82. The archivist shall:
 - (a) maintain and preserve the Association records and memorabilia;
 - (b) disseminate, as required, competition results and any other historical information;
 - (c) attend meetings of the directors, but have no vote in that capacity;
 - (d) attend general meetings.

PART 9 - PROVINCIAL COMPETITION

- 83. The annual Provincial Competition shall be conducted by the Chief Steward in accordance with the procedures in the current British Columbia Amateur Winemakers Association Competition Handbook.

84. The Association shall pay the shipping costs for B.C. entries to the National Competition.
85. A stock of Provincial Competition medals to the value of \$500 shall be maintained by the Treasurer. The host club shall purchase the medals awarded at the Provincial Competition at replacement cost. The money received from the sale of medals will be returned to the fund and used to replenish the stock of medals.

PART 10 - EDUCATION

86. The Education Committee shall submit a budget for approval at a meeting of directors for all education projects.
87. All budgeted expenses incurred in approved projects are to be paid for by the Association. Any profits from the sale of educational products will be put into the Association account and may be assigned to finance further productions.

PART 11 - GENERAL

88. Club invitational competitions and their dates submitted to and approved by the directors shall be publicized as "sanctioned competitions".
89. It is recommended that clubs inform participants of the results of sanctioned competitions within one week following the judging.

PART 12 - SEAL

90. The directors may provide a common seal for the Association and may destroy a seal not substitute a new seal in its place.
91. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the President and Secretary.

PART 13 - BORROWING

92. In order to carry out the purposes of the Association, the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
93. No debenture shall be issued without the sanction of a special resolution.
94. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 14 - NOTICES TO MEMBERS

95. A notice may be given to a member either personally or by mail to the member's registered address.
96. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
97. Notice of a general meeting shall be given to every member shown in the Register of Members on the day notice is given.
98. No other person is entitled to receive a notice of general meeting.

PART 15 - TERMINATION OF EXISTENCE

99. Upon the termination of existence of the Association any assets will be donated to a charity approved by the majority of the members present at a general meeting.
100. The quorum for the approval of termination of existence is three.

PART 16 - BY-LAWS

101. On being admitted to membership, each member is entitled to and the Association shall give him, without charge, a copy of the Constitution and By-Laws of the Association.
 102. These By-Laws and Constitution shall not be altered or added to except by special resolution.
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British Columbia Amateur Winemakers Association

Constitution and By-Laws



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BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION

CONSTITUTION

1. The name of the society is:

THE BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION (Referred to hereinafter as the Association).

2. The purposes of the society are to:

- (a) develop and share the skills of making and appreciating wine, beer and cider, without interfering with the autonomy of Member Clubs;
- (b) encourage and assist the interchange of ideas and information among amateur makers of wine, beer and cider;
- (c) establish and maintain communication amongst local, provincial and national associations with similar aims;
- (d) act as necessary, as liaison between B.C. amateur winemakers and representatives of other such-like organizations;
- (e) give assistance to winemaking clubs as requested, help to organize new clubs, provide speakers and information; and
- (f) help organize annual Provincial Competitions.



BY-LAWS

PART 1 - INTERPRETATION

1. In these by-laws, unless the context otherwise requires:
 - (a) "director" means the directors of the Association for the time being;
 - (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 a member means the address for that member as recorded in the Register of Members;
 - (d) "general meeting" means meetings of the *delegates* of member clubs and the directors. The term "council" is synonymous;
 - (e) the term "club" shall include "guild", "circle", "association", and any other such terms as member clubs use in their names;
 - (f) "executive meetings" means meetings of the *directors* of the Association;
 - (g) other definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws;
 - (h) "special resolution" means a resolution passed in general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person;
 - (i) of which the notice that the By-Laws provide and not being less than 30 days' notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (ii) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 30 days' notice has been given;
 - (i) "host club" means a single member club or a group of member clubs acting together to host a competition, general meeting, or annual general meeting;
 - (j) "member" shall mean member club.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.
3. The fiscal year of the Association shall be from one annual general meeting to the next.

PART 2 - MEMBERSHIP

4. The members of the Association shall be those clubs of amateur winemakers who are granted membership in the Association.
Application for membership shall be considered and granted by the Executive
5. **To receive membership as a club in the Association the following requirements must be met:**
 - (a). **A request in writing must be sent to the association requesting membership information.**
 - (b). **The association shall provide a membership application form plus a copy of the association's bylaws for the new club members to review.**
 - (c). **The completed application must be returned to the association executive for approval.**
 - (d). **The new club must have a minimum of six members when applying for membership**

6. The member clubs of the Association shall:
 - (a) pay annual dues in accordance with the current fee-per-person structure as is established by the annual general meeting, and such dues are payable at the start of each fiscal year;
 - (b) designate one voting delegate to attend each general meeting of the fiscal year commencing to speak and vote for their clubs at the general meetings;
 - (c) provide the Secretary of the Association with a list of their club members including addresses and telephone numbers of their club directors promptly after their club's election of officers.
7. The member clubs of the Association are the applicants for incorporation of the Association, and those member clubs who have subsequently become members, in accordance with these By-Laws and, in either case, have not ceased to be members.
8. Every member club shall uphold the Constitution of the Association and comply with these By-Laws.
9. A Club shall cease to be a member of the Association by:
 - (a) delivering its resignation in writing to the Secretary of the Association, or by mailing or delivering it to the address of the Association;
 - (b) the member club having ceased to operate;
 - (c) the member club having been expelled from the Association;
 - (d) the member club not having been in good standing for 12 consecutive months.
10. A member club may be expelled by:
 - (a) a special resolution of the member clubs passed at a regular general meeting;
 - (b) a notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion;
 - (c) the member club which is the subject of the proposed expulsion shall be given an opportunity to be heard at the meeting defined in (1) above before the special resolution is put to a vote.
11. All member clubs are in good standing except a member club that has failed to pay the current annual membership fee, or any subscription or debt due or owing by that member club to the Association, and that member club is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS

12. General meetings of delegates from the member clubs will be held at such times and places, in accordance with the *Society Act*, as are approved by the directors.
13. Notice of each general meeting shall be sent, in advance, to each member club, and shall specify the place, day and hour of meeting, and shall include an agenda outlining the general nature of any special business to be discussed.
14. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the member clubs entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation: and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.

16. The annual general meeting shall be held in conjunction with the Provincial Competition. The time and the place will be chosen by the host member club subject to the approval by the directors.
17. The host club shall make the arrangements for the room rent and other costs, subject to approval of the directors, for the annual general meeting. The Association shall bear the costs of the annual general meeting.
18. At each annual general meeting an election will take place to elect the following directors: a President, Vice-President, Secretary, Treasurer, Chief Steward, a National Director, and two Directors-at-Large. These directors, together with the Immediate Past President, **and the Guildmaster of the British Columbia Guild of Wine Judges** shall comprise the executive.
19. The annual general meeting shall appoint an Archivist.
20. All general meetings shall be open to members of member clubs, and they may speak, but only named delegates will vote. Directors do not have a vote at general meetings unless they are named as delegates.
21. All motions to be placed on the agenda for discussion at the annual general meeting must be presented to the Secretary in writing no later than 9 p.m. of the Friday preceding the annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

22. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:
 - (I) the adoption of rules of order;
 - (II) the consideration of financial statements;
 - (III) the reports of the directors;
 - (IV) the report of the auditor, if any;
 - (V) the appointment of the auditor, if required; and
 - (VI) such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the reports of the directors issued with the notice convening the meeting.
23. 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.
24. 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.
25. A quorum is 5 delegates present, or such greater numbers as may be determined at a general meeting.
26. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to a later time and place to be determined by the directors.
27. Subject to By-Law 28, the President of the Association, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

28. If at a general meeting:
 - (a) there is no President, Vice-President, or other director present within 30 minutes after the time appointed for holding the meeting; or
 - (b) the President and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
29. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
 - (a) 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.
 - (b) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
30. No resolution proposed at a meeting need be seconded, and the chairman of the meeting may move or propose a resolution.
31. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which the chairman may be entitled as a delegate and the proposed resolution shall not pass.
32. A delegate of a member club in good standing, present at a general meeting, is entitled to one vote.
33. Voting is by show of hands.
34. Voting by proxy is not permitted.

PART 5 - DIRECTORS

35. The directors may exercise all such powers and do all such acts and things as the Association 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 Association in a general meeting, but subject, nevertheless to the provisions of:
 - (a) all laws affecting the Association;
 - (b) these By-Laws; and
 - (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Association in general meeting.
36. No rule, made by the Association in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
37. The directors shall hold the offices of President, Immediate Past President, Vice-President, Secretary, Treasurer, Chief Steward, **Guildmaster**, National Director, and two or **more** Directors-at-Large.
38. The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
39. The directors shall retire from office at each annual general meeting when their successors shall be elected.
40. Separate elections shall be held for each office to be filled, except for the **Guildmaster, who is elected by the BC Guild of Wine Judges.**

41. An election may be by acclamation; otherwise it shall be by ballot.
42. If no successor is elected, the person previously elected or appointed continues to hold office.
43. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - (a) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
44. 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.
45. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
46. 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.
47. No director shall be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

PART 6 - PROCEEDINGS OF DIRECTORS

48. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting as proceeding, as they see fit.
49. The directors may, from time to time, fix the quorum necessary to transact business; and, unless so fixed, the quorum shall be a majority of the directors then in office.
50. 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.
51. A director may at any time request a meeting of the directors, and the Secretary, on the request of a director, shall convene a meeting of the directors.
52. The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
 - (a) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be 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.
53. 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.
54. The members of a committee may meet and adjourn as they think proper.
55. Notice of a meeting of directors will be sent to the directors as individuals, not through their clubs.

56. 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.
57. A director who may be temporarily absent from British Columbia may send or deliver to the address of the Association a waiver of notice of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn;
 - (a) no notice of meetings shall be sent to that director; and
 - (b) any and all meetings of the directors of the Association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
58. Questions arising at any meeting of directors, and committees of directors shall be decided by a majority of votes.
 - (a) In case of an equality of votes the chairman does not have a second or casting vote.
59. No resolution proposed at any meeting of directors need be seconded, and the chairman of the meeting may move or propose a resolution.
60. 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 any meeting of directors.
61. An education committee shall be appointed.

PART 7 - DUTIES OF OFFICERS

62. The President shall:
 - (a) preside at all meetings of the Association and of the directors;
 - (b) as chief executive officer of the Association, supervise the other officers in the execution of their duties;
 - (c) be an ex-officio member of all committees.
63. The Immediate Past President shall:
 - (a) act as correspondent to the GRAPEVINE;
 - (b) be chairman of the nominating committee;
 - (c) act as consultant to the executive, providing such advice and assistance as may be required. (In the event that the Immediate Past President is unable to serve, the previous Past President shall assume those duties.)
64. The Vice-President shall:
 - (a) act as chairman in the absence of the President;
 - (b) be responsible for preparing revisions to the Constitution and By-Laws, and for providing copies of these documents to delegates at the annual general meeting;
 - (c) provide such assistance as is appropriate to new member clubs;
 - (d) serve, as requested, on committees.
65. The Secretary shall:
 - (a) conduct the correspondence of the Association;
 - (b) issue notices of meetings of the Association and directors;
 - (c) prepare and have custody of minutes of meetings of the Association and directors in compliance with the *Society Act*;
 - (d) maintain the Register of Members.

66. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
67. The Treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*;
 - (b) distribute funds as authorized **by the Executive** in an accepted budget;
 - (c) distribute funds not in excess of \$750.00 without referring to the directors;
 - (d) present a financial statement at each general meeting, and a written financial statement at the annual general meeting;
 - (e) render financial statements to the directors, members and others when required.
68. The Chief Steward shall:
- (a) act as liaison between the member club(s) hosting the Provincial Competition and the Association executive and general meeting;
 - (b) be in charge of the Provincial Competition, but NOT necessarily the peripheral social activities being organized by the host club.
69. The National Director shall:
- (a) receive and disseminate information concerning Amateur Winemakers of Canada functions;
 - (b) whenever possible, attend the annual general meeting of the Amateur Winemakers of Canada as the representative of the Association;
 - (c) prepare and present entry forms to the National Competition to qualified recipients;
 - (d) receive and forward entries to the Amateur Winemakers of Canada for the National Competition.
- 70. The Education Director shall:**
- (a) devise and implement methods of education for members.**
 - (b) form and Chair a committee to draft an annual outline of Education projects.**
 - (c) present an annual draft educational budget to the Executive.**
 - (d) report the status of educational projects**
 - (e) submit an annual report to the AGM**
- 71. The Guildmaster shall:**
- (a) report to the executive on all matters pertaining to the Guild.**
 - (b) submit an annual report to the BCAWA AGM**
72. The Directors-at-Large shall:
- (a) correspond with member clubs to determine their current named delegates, and to encourage attendance of these delegates at general meetings;
 - (b) perform such other duties as are required.
73. The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.
74. One director may hold two offices, but will have only one vote at directors meetings.
75. The directors shall retire from office at each annual general meeting, when their successors shall be elected or appointed.
76. Separate elections shall be held for each office to be filled **except for the Guildmaster.**

77. An election may be by acclamation, otherwise it shall be by ballot.
78. If no successor is elected the person previously elected or appointed continues to hold office.
79. The Immediate Past President shall be appointed a director.
80. If a director resigns from office or otherwise ceases to hold office, the remaining directors may appoint a successor to take the place of the former director. A director so appointed holds office only until conclusion of the next following annual general meeting, but is eligible for re-election at that meeting.
81. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
82. The delegates of member clubs may, by special resolution, remove a director from office, and may elect a successor to complete a term of office.
83. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

PART 8 - ARCHIVIST

84. The archivist is appointed, rather than elected, at the annual general meeting, and is not a director.
85. The archivist shall:
 - (a) maintain and preserve the Association records and memorabilia;
 - (b) disseminate, as required, competition results and any other historical information;
 - (c) attend meetings of the directors, but have no vote in that capacity;
 - (d) attend general meetings.

PART 9 - PROVINCIAL COMPETITION

86. The annual Provincial Competition shall be conducted by the Chief Steward in accordance with the procedures in the current British Columbia Amateur Winemakers Association Competition Handbook.
87. The Association shall pay the shipping costs for B.C. entries to the National Competition.
88. A stock of Provincial Competition medals to the value of \$500 shall be maintained by the Treasurer. The host club shall purchase the medals awarded at the Provincial Competition at replacement cost. The money received from the sale of medals will be returned to the fund and used to replenish the stock of medals.

PART 10 - EDUCATION

89. The Education Committee shall submit a budget for approval at a meeting of directors for all education projects.
90. All budgeted expenses incurred in approved projects are to be paid for by the Association. Any profits from the sale of educational products will be put into the Association account and may be assigned to finance further productions.

PART 11 – HANDBOOK

91. The Handbook Committee shall comprise three persons, one of whom will be a BCAWA Director and Chairperson of the committee.
92. Direction for changes to the handbook shall originate from the Executive.
93. An annual review and subsequent recommendations for changes to be incorporated into the handbook will be presented to the Executive for their approval, six (6) months prior to the Provincial Competition.

PART 12 - GENERAL

94. Club invitational competitions and their dates submitted to and approved by the directors shall be publicized as "sanctioned competitions".
95. It is recommended that clubs inform participants of the results of sanctioned competitions within one week following the judging.

PART 13 - SEAL

96. The directors may provide a common seal for the Association and may destroy a seal not substitute a new seal in its place.
97. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the President and Secretary.

PART 14 - BORROWING

98. In order to carry out the purposes of the Association, the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the forgoing, by the issue of debentures.
99. No debenture shall be issued without the sanction of a special resolution.
100. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 15 - NOTICES TO MEMBERS

101. A notice may be given to a member either personally or by mail to the member's registered address.
102. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

103. Notice of a general meeting shall be given to every member shown in the Register of Members on the day notice is given.

104. No other person is entitled to receive a notice of general meeting.

PART 16 - TERMINATION OF EXISTENCE

105. Upon the termination of existence of the Association any assets will be donated to a charity approved by the majority of the members present at a general meeting.

106. The quorum for the approval of termination of existence is **five Directors**.

PART 17 - BY-LAWS

107. On being admitted to membership, each member is entitled to and the Association shall give him, without charge, a copy of the Constitution and By-Laws of the Association.

108. These By-Laws and Constitution shall not be altered or added to except by special resolution.

BRITISH COLUMBIA AMATEUR WINEMAKERS ASSOCIATION

OPERATING MANUAL



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Revised September 2000

BCAWA OPERATING MANUAL

Revised January, 2000

PREAMBLE

The Operating Manual is an effort to record the practices adopted by BCAWA through precedent and motions at general and/or executive meetings.

This is a guide to assist the operation of business but is in no way intended to limit, supersede or alter the main objectives as laid down in the Constitution and By-laws.

The Manual may be altered, amended, created or deleted by a simple motion at executive meetings. However, major changes ratified at the executive meetings should also be recorded and verified at a subsequent general meeting.

THE EXECUTIVE

The list of executive members and their duties are outlined in the By-laws.

The executive consists of elected members as outlined and does not include committee chairpersons for voting purposes although they may be asked to attend meetings to provide reports, etc.

Executive meetings shall be conducted according to Robert's Rules of Order (a less formal version of Parliamentary Procedures).

At executive meetings any Director may make a motion.

All motions must be made in writing, and a copy given to the Secretary.

In the case of an executive meeting being conducted over the telephone by way of a three way conference call, speakers must clearly identify themselves by name before speaking, or making a motion.

Whenever possible, proposed motions (or notice of a motion) should be circulated to all Directors minimum 14 days prior to the meeting, so that they may come to the meeting well informed.

Voting shall be by simple majority, one vote per Director.

In case of an equality of votes the Chairman does not cast the deciding vote, and the motion is defeated. The BCAWA shall financially assist with, at the discretion of the executive as to amount, transportation and accommodation expenses of executive members and the Provincial Competition Judges.

The **Steward's** duties are enlarged upon in the competition handbook.

The **Vice-President** shall be responsible for keeping the Operating Manual up to date, and, if there have been any additions during the year, shall provide delegates with an updated version at the Annual General Meeting.

The **Vice-President** shall be responsible for keeping the Constitution and By-laws up to date, and, if there have been changes during the year, shall provide the delegates with updated copies at the annual general meeting.

COMMITTEES

Annual Committees

- (a) National Director
- (b) Archivist
- (c) Nominations Committee
- (d) Scrutineers Committee
- (e) Awards Committee
- (f) Competition Committee
- (g) Handbook Revision Committee

Ad Hoc Committees

Ad hoc committees are appointed from time to time to handle special and generally short term projects as requested or deemed necessary by the executive and/or general.

All such committees should be provided with a written term of reference to enable them to properly execute their duties. They should report regularly to the executive and/or general as outlined in the terms of reference.

When the project is completed, a formal report should be compiled and then the committee will be disbanded.

(a) National Director. The National Director will maintain communication on behalf of BCAWA with the Amateur Winemakers of Canada (A.W.C.) on all relevant matters.

He will report to BCAWA executive and general meetings.

He will receive A.W.C. National Competition entry information, forms and tags and ensure that they get into the hands of the winners of the BCAWA Provincial Competition eligible to enter the A.W.C.

National Competition.

He will collect the BCAWA entries in good time and arrange for their safe shipment to the A.W.C. National Competition.

The National Director will be responsible for the return of any A.W.C. perpetual trophies, which may currently be held by BCAWA members to the current host of the A.W.C. National Competition.

He will represent BCAWA at any A.W.C. meeting either in person or by whatever other means is appropriate.

b) Archivist. The duties of the Archivist are outlined in the By-laws.

The Archivist may expand his committee by obtaining volunteers from member clubs if he deems it necessary.

All expenditure of funds must have prior approval by the executive and/or general. If operating funds are required, then he should submit a budget for approval.

When approved he may then expend funds within the terms of the budget providing receipts to the treasurer.

c) Nominating Committee. The terms of reference for the nominating committee are laid down in part in the By-Laws and have been further expanded by motion in general. For the sake of clarity we will cover both areas in this manual.

By-laws: A Nominating Committee composed of one member from each of three clubs is to be formed in May to compile a list of one or more candidates for each office endeavoring to include all members wishing to seek positions. This list is to be circulated no later than August prior to the A.G.M.

Other Terms of Reference

(a) At the executive meeting preceding the Spring General meeting, the executive shall appoint a nominating committee;

(b) The names, clubs and phone numbers of the nominating committee shall be published in the minutes of the Spring General meeting;

- (c) The minutes of the Spring General meeting shall announce the positions to be filled and request those members seeking election make themselves known to the nominating committee. (Volunteers should obtain a nominator).
- (d) The nominating committee shall endeavor to identify at least one candidate for every position;
- (e) The nominating committee shall circulate a list of all candidates who have indicated a wish to serve, making no distinctions among them as to method of nomination. That is, those candidates selected by the committee should NOT appear as a slate;
- (f) The nominating committee shall select a nominator for each candidate from the delegates at the Annual General Meeting (excluding the committee members themselves).
- (g) New nominations are acceptable at the time of election.

(d) Scrutineers Committee. The executive shall appoint a Scrutineers Committee to serve at the annual election of officers. It shall consist of one member each from two different clubs.

The committee's duties are:

- (a) To have available paper suitable as ballots for voting in all contested offices;
- (b) To distribute, collect and tally all ballots reporting the results to the general;
- (c) To destroy all ballots after the election, as moved by the general.

If it is found necessary to hold an election for whatever purpose at any other general meeting the scrutineers shall be appointed at that meeting by the general. Their duties, terms of reference, etc. shall be as detailed above

(e) Awards Committee. The purpose of the Awards Committee is to award BCAWA service pins according to the criteria established by the executive. The committee is to be appointed by the executive. In the past, this has been done by the executive turning into a committee of the whole; however, this is a matter of decision by the current executive and can be changed or altered as they see fit.

(f) Competition Committee. The BCAWA Steward, whose duties are outlined in the By-laws and the Competition Handbook, shall be chairman of this committee.

The selection and duties of the committee are outlined in the competition handbook.

Sponsoring clubs shall be allowed to choose an appropriate trophy subject to BCAWA executive approval.

BCAWA shall reimburse the club hosting the Provincial Competition the difference between the entry fees and the cost of trophies and ribbons.

(g) Handbook Revision Committee. This committee is chosen at random by the executive, preferably members of various clubs who have experience or knowledge regarding the running of a competition including category, definition, etc.

The duties of this committee are to consider all suggested revisions to the handbook, make recommendations to the executive and general, and correctly revise and maintain the handbook when revisions are approved by general.

GENERAL MEETINGS (INCLUDING A.G.M.)

General meetings shall be conducted according to Robert's Rules of Order (a less formal version of Parliamentary Procedures)

1. All motions or business items for the A.G.M. agenda must be presented in writing, in advance. The deadline for last minute material is midnight the day before the A.G.M.
2. The time and place of the A.G.M. shall be proposed by the host club. This proposal must be approved at by the executive.
3. The BCAWA shall reimburse clubs hosting general meetings their costs up to about \$150. Significant departures from that maximum must be approved by majority poll of the Officers in advance and is subject to final acceptance by the Executive.
4. All motions raised at general meetings must be made and seconded in writing, and a copy must be given to the Secretary.

BY-LAWS

PART 1 - INTERPRETATION

1.1 In these by-laws, unless the context otherwise requires:

- (a) "director" means the directors of the Association for the time being;
- (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 a member means the address for that member as recorded in the Register of Members;
- (d) "general meeting" means meetings of the *delegates* of member clubs and the directors. The term "council" is synonymous;
- (e) the term "club" shall include "guild", "circle", "association", and any other such terms as member clubs use in their names;
- (f) "executive meetings" means meetings of the *directors* of the Association;
- (g) other definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws;
- (h) "special resolution" means a resolution passed in general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person;
 - (i) of which the notice that the By-Laws provide and not being less than 30 days' notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (ii) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 30 days' notice has been given;
- (i) "host club" means a single member club or a group of member clubs acting together to host a competition, general meeting, or annual general meeting;
- (j) "member" shall mean member club.

1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

1.3 The fiscal year of the Association shall be from one annual general meeting to the next.

PART 2 - MEMBERSHIP

2.1 The members of the Association shall be those clubs of amateur winemakers who are granted membership in the Association

2.2 The member clubs of the Association shall:

- (a) pay annual dues in accordance with the current fee-per-person structure as is established by the annual general meeting, and such dues are payable at the start of each fiscal year;
- (b) designate one voting delegate to attend each general meeting of the fiscal year commencing to speak and vote for their clubs at the general meetings;

- (c) provide the Secretary of the Association with a list of their club members including addresses and telephone numbers of their club directors promptly after their club's election of officers.
- 2.3 To receive membership as a club in the association the following requirements must be met
- (a) A request in writing must be sent to the association requesting membership.
 - (b) The association shall provide a membership application form plus a copy of the associations constitution and by-laws for the applicant to review.
 - (c) The completed application must be returned to the association for approval.
 - (d) The new club must have a minimum of six members when applying.
 - (e) No more than 50% of the members in the new club can belong to an existing BCAWA club.
- 2.4 Applications for membership shall be considered and granted by the executive. The general membership shall be notified of all decisions at the next general meeting.
- 2.5 The member clubs of the Association are the applicants for incorporation of the Association, and those member clubs who have subsequently become members, in accordance with these By-Laws and, in either case, have not ceased to be members.
- 2.6 Every member club shall uphold the Constitution of the Association and comply with these By-Laws.
- 2.7 A Club shall cease to be a member of the Association by:
- (a) delivering its resignation in writing to the Secretary of the Association, or by mailing or delivering it to the address of the Association;
 - (b) the member club having ceased to operate;
 - (c) the member club having been expelled from the Association;
 - (d) the member club not having been in good standing for 12 consecutive months.
- 2.8 A member club may be expelled by:
- (a) a special resolution of the member clubs passed at a regular general meeting;
 - (b) a notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion;
 - (c) the member club which is the subject of the proposed expulsion shall be given an opportunity to be heard at the meeting defined in (1.1 (d)) above before the special resolution is put to a vote.
- 2.9 All member clubs are in good standing except a member club that has failed to pay the current annual membership fee, or any subscription or debt due or owing by that member club to the Association, and that member club is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS

- 3.1 General meetings of delegates from the member clubs will be held at least 3 times each year to include the AGM, at such times and places, in accordance with the *Society Act*, as are approved by the directors.
- 3.2 Notice of each general meeting shall be sent, in advance, to each member club, and shall specify the place, day and hour of meeting, and shall include an agenda outlining the general nature of any special business to be discussed.
- 3.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the member clubs entitled to receive notice does not invalidate proceedings at that meeting.
- 3.4 The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation: and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.5 The annual general meeting shall be held in conjunction with the Provincial Competition. The time and the place will be chosen by the host member club subject to the approval by the directors.
- 3.6 The host club shall make the arrangements for the room rent and other costs, subject to approval of the directors, for the annual general meeting. The Association shall bear the costs of the annual general meeting.
- 3.7 At each annual general meeting an election will take place to elect the following directors: a President, Vice-President, Secretary, Treasurer, Chief Steward, a National Director, and two Directors-at-Large. These directors, together with the Immediate Past President, and the Guild Representative named by the B.C. Guild of Wine Judges shall comprise the executive.
- 3.8 The annual general meeting shall appoint an Archivist.
- 3.9 All general meetings shall be open to members of member clubs, and they may speak, but only named delegates will vote. Directors do not have a vote at general meetings unless they are named as delegates.
- 3.10 All motions to be placed on the agenda for discussion at the annual general meeting must be presented to the Secretary in writing no later than 9 p.m. of the Friday preceding the annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:
 - (I) the adoption of rules of order;
 - (II) the consideration of financial statements;
 - (III) the reports of the directors;
 - (IV) the report of the auditor, if any;
 - (V) the appointment of the auditor, if required; and
 - (VI) such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the reports of the directors issued with the notice convening the meeting.
- 4.2 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.
- 4.3 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.
- 4.4 A quorum is 5 delegates present, or such greater numbers as may be determined at a general meeting.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to a later time and place to be determined by the directors.
- 4.6 Subject to By-Law 4.7, the President of the Association, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
- 4.7 If at a general meeting:
- (a) there is no President, Vice-President, or other director present within 30 minutes after the time appointed for holding the meeting; or
 - (b) the President and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
- (a) 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.

(b) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.9 No resolution proposed at a meeting need be seconded, and the chairman of the meeting may move or propose a resolution.

4.10 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which the chairman may be entitled as a delegate and the proposed resolution shall not pass.

4.11 A delegate of a member club in good standing, present at a general meeting, is entitled to one vote.

4.12 Voting is by show of hands.

4.13 Voting by proxy is not permitted.

PART 5 - DIRECTORS

5.1 The directors may exercise all such powers and do all such acts and things as the Association 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 Association in a general meeting, but subject, nevertheless to the provisions of:

- (a) all laws affecting the Association;
- (b) these By-Laws; and
- (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Association in general meeting.

5.2 No rule, made by the Association in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.3 The directors shall hold the offices of President, Immediate Past President, Vice-President, Secretary, Treasurer, Chief Steward, National Director, BC Guild of Wine Judges Representative, and two Directors-at-Large.

5.4 The number of directors shall be 10.

5.5 The directors shall retire from office at each annual general meeting when their successors shall be elected.

5.6 Separate elections shall be held for each office to be filled.

5.7 An election may be by acclamation, otherwise it shall be by ballot.

5.8 If no successor is elected, the person previously elected or appointed continues to hold office.

- 5.9 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (a) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
- 5.10 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.
- 5.11 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 5.12 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.
- 5.13 No director shall be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting as proceeding, as they see fit.
- 6.2 The directors may, from time to time, fix the quorum necessary to transact business; and, unless so fixed, the quorum shall be a majority of the directors then in office.
- 6.3 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.
- 6.4 A director may at any time request a meeting of the directors, and the Secretary, on the request of a director, shall, convene a meeting of the directors.
- 6.5 The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (a) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be 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.
- 6.6 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.

- 6.7 The members of a committee may meet and adjourn as they think proper.
- 6.8 Notice of a meeting of directors will be sent to the directors as individuals, not through their clubs.
- 6.9 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.
- 6.10 A director who may be temporarily absent from British Columbia may send or deliver to the address of the Association a waiver of notice of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn;
- (a) - no notice of meetings shall be sent to that director; and
 - (b) any and all meetings of the directors of the Association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 6.11 Questions arising at any meeting of directors, and committees of directors shall be decided by a majority of votes.
- (a) In case of an equality of votes the chairman does not have a second or casting vote.
- 6.12 No resolution proposed at any meeting of directors need be seconded, and the chairman of the meeting may move or propose a resolution.
- 6.13 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 any meeting of directors.
- 6.14 An education committee shall be appointed.

PART 7 - DUTIES OF OFFICERS

- 7.1 The President shall:
- (a) preside at all meetings of the Association and of the directors;
 - (b) as chief executive officer of the Association, supervise the other officers in the execution of their duties;
 - (c) be an ex-officio member of all committees.
- 7.2 The Immediate Past President shall:
- (a) act as correspondent to the GRAPEVINE;
 - (b) be chairman of the nominating committee;

- (c) act as consultant to the executive, providing such advice and assistance as may be required. (In the event that the Immediate Past President is unable to serve, the previous Past President shall assume those duties.)

7.3 The Vice-President shall:

- (a) act as chairman in the absence of the President;
- (b) be responsible for preparing revisions to the Constitution and By-Laws, and for providing copies of these documents to delegates at the annual general meeting;
- (c) provide such assistance as is appropriate to new member clubs;
- (d) serve, as requested, on committees.

7.4 The Secretary shall:

- (a) conduct the correspondence of the Association;
- (b) issue notices of meetings of the Association and directors;
- (c) prepare and have custody of minutes of meetings of the Association and directors in compliance with the *Society Act*;
- (d) maintain the Register of Members.

7.5 In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

7.6 The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*;
- (b) distribute funds as authorized in the budget accepted by the membership at a general meeting;
- (c) distribute funds not in excess of \$750.00 without referring to the directors;
- (d) present a financial statement at each general meeting, and a written financial statement at the annual general meeting;
- (e) render financial statements to the directors, members and others when required.

7.7 The Chief Steward shall:

- (a) act as liaison between the member club(s) hosting the Provincial Competition and the Association executive and general meeting;
- (b) be in charge of the Provincial Competition, but NOT necessarily the peripheral social activities being organized by the host club.

7.8 The National Director shall:

- (a) receive and disseminate information concerning Amateur Winemakers of Canada functions;
- (b) whenever possible, attend the annual general meeting of the Amateur Winemakers of Canada as the representative of the Association;
- (c) prepare and present entry forms to the National Competition to qualified recipients;
- (d) receive and forward entries to the Amateur Winemakers of Canada for the National Competition.

7.9 The Directors-at-Large shall:

- (a) correspond with member clubs to determine their current named delegates, and to encourage attendance of these delegates at general meetings;
- (b) perform such other duties as are required.

7.10 The number of directors shall be 10.

7.11 One director may hold two offices, but will have only one vote at directors meetings.

7.12 The directors shall retire from office at each annual general meeting, when their successors shall be elected or appointed.

7.13 Separate elections shall be held for each office to be filled.

7.14 An election may be by acclamation, otherwise it shall be by ballot.

7.15 If no successor is elected the person previously elected or appointed continues to hold office.

7.16 The Immediate Past President shall be appointed a director.

7.17 If a director resigns from office or otherwise ceases to hold office, the remaining directors may appoint a successor to take the place of the former director. A director so appointed holds office only until conclusion of the next following annual general meeting, but is eligible for re-election at that meeting.

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

7.19 The delegates of member clubs may, by special resolution, remove a director from office, and may elect a successor to complete a term of office.

7.20 No director shall be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

PART 8 - ARCHIVIST

8.1 The archivist is appointed, rather than elected, at the annual general meeting, and is not a director.

8.2 The archivist shall:

- (a) maintain and preserve the Association records and memorabilia;
- (b) disseminate, as required, competition results and any other historical information;
- (c) attend meetings of the directors, but have no vote in that capacity;

- (d) attend general meetings.

PART 9 - PROVINCIAL COMPETITION

- 9.1 The annual Provincial Competition shall be conducted by the Chief Steward in accordance with the procedures in the current British Columbia Amateur Winemakers Association Competition Handbook.
- 9.2 The Association shall pay the shipping costs for B.C. entries to the National Competition.
- 9.3 A stock of Provincial Competition medals shall be maintained by the Treasurer. The host club shall purchase the medals awarded at the Provincial Competition at replacement cost. The money received from the sale of medals will be returned to the fund and used to replenish the stock of medals.

PART 10 - EDUCATION

- 10.1 The Education Committee shall submit a budget for approval at a meeting of directors for all education projects.
- 10.1 All budgeted expenses incurred in approved projects are to be paid for by the Association. Any profits from the sale of educational products will be put into the Association account and may be assigned to finance further productions.

PART 11 - GENERAL

- 11.1 Club invitational competitions and their dates submitted to and approved by the directors shall be publicized as "sanctioned competitions".
- 11.2 It is recommended that clubs inform participants of the results of sanctioned competitions within one week following the judging.

PART 12 - SEAL

- 12.1 The directors may provide a common seal for the Association and may destroy a seal not substitute a new seal in its place.
- 12.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the President and Secretary.

PART 13 - BORROWING

- 13.1 In order to carry out the purposes of the Association, the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the

manner they decide, and, in particular but without limiting the forgoing, by the issue of debentures.

13.2 No debenture shall be issued without the sanction of a special resolution.

13.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 14 - NOTICES TO MEMBERS

14.1 A notice may be given to a member either personally or by mail to the member's registered address.

14.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

14.3 Notice of a general meeting shall be given to every member shown in the Register of Members on the day notice is given.

14.4 No other person is entitled to receive a notice of general meeting.

PART 15 - TERMINATION OF EXISTENCE

15.1 Upon the termination of existence of the Association any assets will be donated to a charity approved by the majority of the members present at a general meeting.

15.2 The quorum for the approval of termination of existence is three.

PART 16 - BY-LAWS

16.1 On being admitted to membership, each member is entitled to and the Association shall give him, without charge, a copy of the Constitution and By-Laws of the Association.

16.2 These By-Laws and Constitution shall not be altered or added to except by special resolution.



BRITISH COLUMBIA AMATEUR WINEMAKERS' ASSOCIATION

POLICIES AND PROCEDURES

1. Annual General Meeting and Council Meetings

- 1.1 All motions or business items for the AGM agenda must be presented in writing in advance. The deadline for last minute agenda material is midnight Friday night.

Executive 73 06 24

- 1.2 The time and place of the AGM shall be proposed by the host club. This proposal must be approved at a council meeting.

Council 78 01 29

2. Competitions

- 2.1 Fifty percent of the profit from the B.C.A.W.A. competition shall go to the B.C.A.W.A.

Council 72 11 26

- 2.2 The host club for the B.C.A.W.A. Provincial Competition shall have the entire financial responsibility for the competition and its social activities as well as for the trophies and prizes, and any profit resulting from this shall be divided with the B.C.A.W.A. on a 50 - 50 basis. On the other hand, if there is any financial loss arising from the competition and the purchase of trophies, this loss shall also be shared on a 50 - 50 basis with the B.C.A.W.A.

AGM 74 09 21

- 2.3 B.C.A.W.A. clubs in their individual competitions are requested to consider abandoning the requirement that wine must be entered in a clear glass straight sided bottle with a screw cap.

AGM 74 09 21

- 2.4 Club invitational competitions should be regulated to the extent that the dates on which the competitions are to be held should be sanctioned by the B.C.A.W.A. executive, and with this sanction, such competitions shall be publicized as "Sanctioned Competitions". This would not preclude unsanctioned competitions, but could possibly detract from them.

AGM 74 09 21

- 2.5 Half bottles shall be permitted in the B.C.A.W.A. annual competition.

AGM 75 09 20

- 2.6 All member clubs of the association holding, sponsoring or operating an open competition be requested to advise all winners not present at awards presentation time by mail postmarked within one week after the awards presentation of their standing in said competition. Following such advisement, arrangements shall be made to ship trophies, ribbons, certificates, entitlements to further judgings, etc. as soon as possible.

AGM 75 09 20

- 2.7 It is recommended that member clubs discontinue the practice of giving banquet tickets to judges and their spouses excepting judges who are not B.C.A.W.A. affiliated.

AGM 76 09 19

- 2.8 The B.C.A.W.A. shall adopt the 58% system of rank points for the Provincial Competition.

AGM 76 09 18

- 2.9 The B.C.A.W.A. shall recommend that Cider be in a class of its own in the National Competition and the Provincial competition shall adopt this as a fact.

AGM 77 09 24

- 2.10 The B.C.A.W.A. shall pay its own shipping costs for transportation of B.C. entries to the National Competition.

Council 79 02 04

- 2.11 When sponsoring B.C.A.W.A. competitions, individual clubs shall be allowed to choose an appropriate Trophy subject to B.C.A.W.A. executive approval.

AGM 79 09 22

- 2.12 The B.C.A.W.A. shall reimburse the club hosting the Provincial Competition the difference between the entry fees and the cost of trophies and ribbons.

AGM 79 09 22

- 2.13 The Chief Steward of the Provincial Competition shall provide two copies of a list of the trophy winners after each Provincial Competition. The list shall include:

- Trophy, class, winner's name, address and phone number.
- One copy for the B.C.A.W.A. Archivist and one copy for the Steward of the club hosting the next year's Provincial Competition.

Executive 82 11 20

3. Executive

- 3.1 A new position shall be created in the B.C.A.W.A. executive, namely Immediate Past President. This position shall carry with it all the responsibilities and privileges of any other executive.

AGM 74 09 21

- 3.2 The B.C.A.W.A. shall financially assist, at the discretion of the executive as to amount, with the transportation and accommodation expenses of executive members and the Provincial Competition judges.

AGM 75 09 20

- 3.3 The Vice-President shall be responsible for keeping the list of Policy and Procedures up-to-date and, if there have been any additions during the year, shall provide delegates with an updated list at the Annual General Meeting.

Council 81 01 25

- 3.4 The Vice-President shall be responsible for keeping the Constitution and By-Laws up-to-date and, if there have been changes during the year, shall provide the delegates with updated copies at the Annual General Meeting.

Council 81 01 25

- 3.5 That when a member of the executive is required to travel between the Mainland and Vancouver Island to attend an Executive or Council Meeting he/she shall be reimbursed, if a request is made, bus and ferry fares between downtown Vancouver and downtown Victoria/Naniamo. That under no circumstances shall any expenses be paid for competition Judges.

Council 83 04 17

4. Conventions

- 4.1 A registration fee should be levied for future conventions of the B.C.A.W.A.

AGM 74 09 21

5. Guild of Judges

- 5.1 A Provincial guild of judges shall be formed. The purpose of the guild shall be the training and selection of judges.

AGM 75 09 20

6. Fees

- 6.1 The fee structure for the coming year should be part of the Treasurer's Report to the AGM.

AGM 78 09 30

7. Nominations

- 7.1 (a) At the Executive Meeting preceding the Spring Council Meeting, the Executive shall appoint the nominating committee.
- (b) The names, clubs and phone numbers of the nominating committee shall be published in the minutes of the Spring Council Meeting.
- (c) The minutes of the Spring Council Meeting shall announce the positions to be filled and request that members seeking election make themselves known to the nominating committee. (Volunteers should obtain a nominator).
- (d) The nominating committee shall endeavor to identify at least one candidate for every position.

- (e) The nominating committee shall circulate a list of all candidates that they have nominated, that other members have nominated or who have indicated, a wish to serve, making no distinctions among them as to method of nomination. That is, those candidates selected by the committee should not appear as a slate.
- (f) The nominating committee shall select a nominator for each candidate from the delegates at the Annual General Meeting (excluding the committee members themselves).
- (g) New nominations are acceptable at the time of the election.

Council 81 01 25

8. B.C.A.W.A. Operating Manual

This manual is a guideline for B.C.A.W.A. responsibilities and procedures.

THIS MANUAL IS NOT TO SUPERCEDE POLICY AND PROCEDURES.

Council 81 04 26

9. Fees and Allowances

- 9.1 The B.C.A.W.A. shall pay clubs hosting council meetings \$30.00 to cover cost of food. An additional amount up to \$25.00 may be provided to cover hall rental.
(Amended- Council - 1982 April 25)

Executive 79 03 04

- 9.2 B.C.A.W.A. shall pay clubs hosting council meetings \$40.00 to cover cost of food. An additional amount up to \$60.00 may be provided to cover hall rental and that amount paid out shall be no more than the actual cost.

Council 82 04 25

- 9.3 The AGM shall be considered as any other council meeting and the host club receive cover costs as stated above.

Council 82 04 25

- 9.4 The host club provide B.C.A.W.A. with a receipt for hall rental and food.

Council 82 04 25

10. Open Competitions

B.C.A.W.A. recognize open competitions providing the following conditions are met.

- 10.1 The competition must be sponsored by an amateur winemaking club which is a member of B.C.A.W.A. and that club must participate at least to some degree in the organization of the competition.
- 10.2 The recognition is approved by a majority vote at a regular council meeting.
- 10.3 The competition is run in a style reasonably similar to those run now by member associations.

Council 82 04 25

Compiled

Report by Dawn Engman Motions from Minutes on file

Executive meeting October 2, 1993

Moved by Art Hooper Second by Ted Underhill

-that the executive committee recommend to the treasurer that future annual budgeting for BCAWA include the following. (1) a contingency fund of \$500.00 annually be set aside for Provincial Competition Medals. (2) that the Education fund be a recycling one whereby all costs of events and projects be self funding and that any annual over budget surplus be returned to BCAWA General Revenue.

ANNUAL GENERAL MEETING May 9, 1993

none

EXECUTIVE MEETING March 21, 1993

Moved by Jerry Yip Second by Ted Undersell

That a letter will be sent to the Guildmaster to ask them to be aware of the club competitions before planning their tastings. Each club will be asked to advise the Guild when they are having their competitions and when they will be needing judges.
CARRIED

GENERAL MEETING February 7, 1993

Moved by Gordon Garlinge - Second by Ted Underhill

That all expenses incurred in the production of the videos be paid for by BCAWA. AND that any profits from the sale of training videos will be put into BCAWA account, however, this money should be kept in a separate education fund to finance further productions. CARRIED

EXECUTIVE MEETING December 13, 1992

none

GENERAL MEETING October 25, 1992

none

EXECUTIVE MEETING SEPTEMBER 13, 1993

Moved by Charles Plant Second by Ted Underhill

The members will be given the choice of having a sticker with information, date ect. on the back of the medal or increasing the price of the entry fees at the competitions to cover the cost of engraving. CARRIED

Moved by Charles Plant Second by Art Hooper

The stewards of Invitational Competitions will be asked to have their competitors provide a list of ingredients in the wine entered, and to explain to the competitors that this information is to be used to make decisions on splitting these classes in the Provincial Competitions. This information is to be sent to Charles Plant. CARRIED

Moved by Ted Underhill Second by Jack Ziebart

To appoint a person to form the education program and to start a budget or fund to be set up for the program. Each club will be able to apply for a portion of this to be used at their meetings. ie- If a club opened their meeting to all clubs because of an interesting speaker--a room may be needed outside their regular meeting space- this money could be used for this expense. The application must be in before January 1st for their next years programs. In the application they must say how this fund will be used. CARRIED

Moved by Ted Underhill Second by Art Hooper

That a committee to be formed to collect all information regarding hosting a Provincial Competition, and copies of these findings will be sent to the following years host. CARRIED.

ANNUAL GENERAL MEETING May 10, 1992

Moved by Ted Underhill Second by Ted Adye

That we continue the present practice of holding the A.G.M. and Provincial Competition on the same weekend. CARRIED.

EXECUTIVE MEETING March 28, 1992

none

GENERAL MEETING January 12, 1992

(minutes not found)

EXECUTIVE MEETING December 15, 1991

none

General Meeting October 20, 1991

none

EXECUTIVE MEETING September 15, 1991

none

ANNUAL GENERAL MEETING May 5, 1991

none

EXECUTIVE MEETING March 17, 1991

(minutes not found)