

# British Columbia Artisan Winemakers Association

## Draft Bylaws

Presented to the March 10, 2024 General Meeting for adoption

### **PART 1** INTERPRETATION

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

- (a) "Association" means British Columbia Artisan Winemakers Association;
- (b) "director" means the directors of the Association as elected or appointed from time to time;
- (c) "Societies Act" means the Societies Act, S.B.C. 2015, c. 18 as amended, restated or replaced from time to time, and includes its regulations.
- (d) "general meeting" means meetings of the delegates of member clubs and the directors;
- (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 Societies 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 2/3 of the votes of those members who are entitled to do so;
  - (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.
- (k) "Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (ii) in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

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

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 winemaking clubs 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 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 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 association's 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.

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 Member clubs are encouraged to organize club level competitions and:
- (a) review the Association's website to avoid conflicting competition dates
  - (b) invite members of other member clubs to participate in these competitions
  - (c) request judging services from the BC Guild of Wine Judges
  - (d) request that the Association publish the details of the club competition on the Association's website
- 2.8 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, or by Electronic Means;
  - (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.
- 2.9 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 (1.1 (d)) above before the special resolution is put to a vote.
- 2.10 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**

- 3.1 General meetings of delegates from the member clubs will be held at least 2 times each year to include the AGM, at such times and places, in accordance with the Societies 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 once per year at a place and time chosen 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: President, Vice-President, Secretary, Treasurer, National Director, and two Directors-at-Large. These directors, together with the Immediate Past President, the Guild Representative named by the B.C. Guild of Wine Judges and the Chief Steward named by the member club hosting the next Provincial Competition 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.
- 3.11 Electronic Participation in General Meetings
- (a) The directors may determine, at their discretion, to hold any general meeting in whole or in part by Electronic Means, so as to allow some or all members to participate in the meeting remotely.
  - (b) Where a general meeting is to be conducted using Electronic Means, the directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.
  - (c) Persons participating by permitted Electronic Means are deemed to be present in person at the 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 3 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 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot. Method(s) of voting chosen will be clearly defined/explained to the voting membership in advance of the vote.
- 4.13 PROXY VOTING
- (a) Proxy voting is permitted
  - (b) A voting member may appoint another such member to act and vote as the member's proxy at a general meeting. A member must not hold more than three proxies.
  - (c) The instrument appointing a proxy must be in the following form, or in any other form that the directors approve:  
  
I, \_\_\_\_\_, of \_\_\_\_\_, hereby appoint  
\_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me and on my behalf  
at the general meeting of the BCAWA on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_, and at any adjournment  
thereof. Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_.
  - (d) A proxy must be received not fewer than 15 minutes before the time set for the start of a general meeting.
  - (e) A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

## **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 elected directors shall hold the offices of President, Vice-President, Secretary, Treasurer, National Director, and two Directors-at-Large. These directors, together with the Immediate Past President, a Guild Representative named by the B.C. Guild of Wine Judges and the Chief Steward named by the member club hosting the next Provincial Competition shall comprise the executive.
- 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.
- 5.10 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.
- 5.11 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. 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 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 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.
- 6.11 No resolution proposed at any meeting of directors need be seconded, and the chairman of the meeting may move or propose a resolution.
- 6.12 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.
- 6.13 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) be chairman of the nominating committee;
  - (b) 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) provide such assistance as is appropriate to new member clubs;
  - (c) 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 Societies 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 Societies Act;
  - (b) distribute funds as authorized in the budget accepted by the membership at a general meeting;
  - (c) not distribute funds 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) be appointed by the club hosting the competition and will be a director or the Association for the year of the Provincial Competition.
  - (b) act as liaison between the member club(s) hosting the Provincial Competition and the Association executive and general meeting;
  - (c) 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) Based on the results of the Provincial Competition select and invite qualified winemakers to submit entry(ies) into the National Competition
- (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 Archivist

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

## **PART 8 PROVINCIAL COMPETITION**

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

8.2 The Association shall pay the shipping costs for B.C. entries to the National Competition.

8.3 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 9 EDUCATION**

9.1 The Education Committee shall submit a budget for approval at a meeting of directors for all education projects.

9.2 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 10 SEAL**

- 10.1 The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 10.2 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 11 BORROWING**

- 11.1 The directors shall not have any authority to borrow money or issue debentures.

## **PART 12 NOTICES TO MEMBERS**

- 12.1 Notice of the date, time and location of a general meeting must be sent to every member of the Association at least 7 days before the meeting, and not more than 60 days before the meeting. Notice is deemed to have been sent if
- (a) A notice has been given to every member either personally or by mail or by email to the member at the member's registered address or the member's email address, as recorded in the Association's records, or by other Electronic Means and
  - (b) notice of the date, time and location of the meeting is posted throughout the period commencing at least 7 days before the meeting on a website that is maintained by or on behalf of the Association and is accessible to all members of the Association.
- 12.2 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
- 12.3 Notice of a general meeting must include the text of any Special Resolution to be submitted to the meeting.
- 12.4 No other person is entitled to receive a notice of general meeting

## **PART 13 TERMINATION OF EXISTENCE**

- 13.1 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.
- 13.2 The quorum for the approval of termination of existence is three.

## **PART 14 BY-LAWS**

- 14.1 On being admitted to membership, each member is entitled to and the Association shall give to the member, without charge, a copy of the Constitution and By-Laws of the Association.
- 14.2 These By-Laws and Constitution shall not be altered or added to except by special resolution.