

# **Bruce Peninsula Sportsmen's Association**

## **Constitution & By-laws April 2024**



### **A. Constitution**

#### **Name**

The corporate name shall be "Bruce Peninsula Sportsmen's Association".

#### **Intent, Purpose & Objects**

The intent and purpose of the Association is to:

1. To promote interest in and advocate legislation towards conservation of fish, waterfowl and wildlife;
2. To promote conservation of the ecosystem supporting fish, waterfowl and wildlife;
3. To promote and train members and the public in hunting and fishing methods including the safe use of firearms, bows and fishing equipment.

#### **Head Office**

The Head Office of the Association shall be in the Town of South Bruce Peninsula.

#### **Officers & Directors**

There shall be elected a President, Vice-President, Secretary, Treasurer and a maximum of ten Directors who will conduct their office and are responsible to the members of the Association. In addition to those elected, the President/Chair of any Special Interest Club (see Special Interest Club below) will sit on the Board and have the same authority as the Officers/Directors.

#### **Membership**

The membership shall consist of the approved applicants for the BPSA and other such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the BPSA prior to acceptance of his/her resignation. Charges or reimbursements shall be at the discretion of the board.

#### **Special Interest Clubs**

The BPSA will support the formation of Clubs within the parent club for the purpose of Members Special Interests for activities such as, but not limited to, a Handgun Club and an Archery Club. Membership in the BPSA is a prerequisite in all cases and the Clubs shall be known as BPSA Handgun Club and BPSA Archery Club. In cases where the Special Interest Club has no less than twenty-five (25) members, the Club may form an executive to facilitate the orderly operation of said Club and shall advise the BPSA of the Executive formed. In cases where an Executive has been formed, the Special Interest Club will provide a copy of the duties

and responsibilities of its members to the BPSA. Such group shall report to and be responsible to the BPSA Board. The Special Interest Club(s) may charge members an additional fee to support the ongoing operational costs of their group and to assist the parent organization with ancillary costs associated with their use of the BPSA facility. These costs shall be agreed upon by the BPSA and the Special Interest Club.

### **Dissolution & Windup**

It is especially provided that in the event of dissolution, liquidation or winding-up of the Association all its remaining assets, after payment of all liabilities, shall be distributed to other like-minded, non-profit conservation organizations or charities in the Town of South Bruce Peninsula.

## **B. By-laws**

### **Section 1 – General**

#### **1.01 Definitions**

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporation Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the Officers, the Directors as well as the immediate Past-President (ex-officio);
- c. "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Corporation" means the Corporation, Bruce Peninsula Sportsmen's Association or "BPSA", that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- e. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- f. "Member" means a member of the Corporation;
- g. "Members" means the collective membership of the Corporation;
- h. "Officer" means an officer of the Corporation, namely the President, Vice President, Secretary, or Treasurer;
- i. "Quorum" of Directors means one-half plus one of the total number of Directors and Officers.

#### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

#### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers, one of whom is the President or Vice-President, while the other is one of the Secretary or Treasurer. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any member of the Board may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

### **Section 2 – Board**

#### **2.01 Election and Term**

The Board shall be elected by the Members. The term of office of the Board shall be from the date of the meeting at which they are elected or appointed for a term of two years and will continue until the next applicable annual meeting or until their successors are elected or appointed.

#### **2.02 Vacancies**

The office of a Board member shall be vacated immediately:

1. if a Board member resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Board member dies or becomes bankrupt;
3. if the Board member is found to be incapable of managing property by a court or under Ontario law;
4. if the Board, by a majority vote, removes a member of the Board for just cause, it is subject to ratification of their action by the members at the next members' meeting;
5. if, at a meeting of the Members, a resolution is passed by a majority of the votes cast by the members removing the Board member before the expiration of the Board member's term of office.

#### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled from among the Members as follows:

1. a quorum of Board may fill a vacancy in the Board;
2. if there is not a quorum of the Board or there has been a failure to elect the minimum number of Directors set out in the articles, the Board remaining in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing an Officer, the Members may fill the vacancy by a majority vote and any Officer elected to fill the vacancy shall hold office for the remainder of the removed Officer's term; and

4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Officer. After that, the appointee shall be eligible to be elected as an Officer.

#### **2.04 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint Committees as deemed necessary to fulfill the Intent, Purpose & Objects of the Corporation excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish by resolution any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

#### **2.05 Remuneration of the Board**

The Board shall serve as such without remuneration and no Board member shall directly or indirectly receive any profit from occupying the position as a Board member; provided that:

1. Board members may be reimbursed for reasonable expenses they incur in the performance of their duties;
2. Board members may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Board members, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board; and
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict-of-interest provisions of the Act.

#### **2.06**

The board shall have the authority, through applicable voting process, to reject or deny any application for membership in the BPSA.

### **Section 3 - Board Meetings**

#### **3.01 Calling of Meetings**

Meetings of the Board may be called by the President or any two Board members at any time and any place on notice as required by this by-law, stating the time and place of the meeting.

#### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Board member, and no other notice shall be required for any such meetings.

#### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Board member not less than seven days

before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Board members are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Board members is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 Chair**

The President shall preside at Board meetings. In the absence of the President, the Board members present shall choose one of their number to act as Chair.

### **3.05 Voting**

Each Board member has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Participation by Telephone or Other Communications Facilities**

If all of the Board of the Corporation consent, a Board member may participate in a meeting of the Board or of a committee of Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Board member participating by such means is deemed to be present at that meeting.

## **Section 4 – Financial**

### **4.01 Banking**

The members shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 – Officers**

### **5.01 Officers**

The Officers and Directors of the Corporation shall be elected by the Members at an Annual General Meeting of the Corporation.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

#### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of the President**

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.06 Duties of the Vice-President**

The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.07 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.08 Duties of the Secretary**

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

### **Section 6 - Protection of Directors and Officers**

#### **6.01 Liability of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

#### **6.02 Errors & Omissions Insurance of Directors and Officers**

The Corporation shall maintain additional OFAH Insurance to protect the Directors and Officers at all times.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 8 – Members**

### **Member’s obligation**

In accepting membership in this association, each member assumes the following obligations:

- (a) To carry out to the best of one’s ability, abide by and aid in the carrying out of the principles of the Constitution and by-laws.
- (b) To abide by the Provincial and Federal legislation governing fish and wildlife, and to assist in the discouraging, and if necessary, in the prosecution of persons who flout the by-laws and regulations of the association as herein laid down.
- (c) To educate to the best of one’s ability, children to be true conservationists, and to conduct oneself in such a manner as to bring credit to the BPSA and upon oneself as an individual.
- (d) To demonstrate respect, tolerance and goodwill to all club members, their associates and the public.
- (e) To act as stewards to all lands and waters in accordance with the conservation principles and objectives

### **8.01 Members**

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation’s purposes and who have been accepted into membership in the Corporation by resolution of the Board and who have paid the Membership Dues as required under Section 8.04.

### **8.02 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### **8.03 Membership Categories**

1. Honorary Lifetime Membership is awarded by vote of the members in recognition of noteworthy contributions to the Intent, Purpose & Objects of the Corporation.
2. Adult Membership is an individual member over the age of 18 years and over.
3. Family Membership includes children under the age of 25 years and their parents.
4. Youth Membership is a non-voting, individual member under the age of 18 years.

#### **8.04 Membership Dues**

Membership dues shall be as approved from time to time by the Members.

#### **8.05 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

#### **8.06**

Anyone not conducting themselves in accordance to the Constitution may be asked to vacate the premises immediately by the Chair. Failure to do so may result in charges according to the Trespass to property Act.

### **Section 9 - Members' Meetings**

#### **9.01 Regular Meeting**

The Board shall establish a schedule of regular members' meetings.

#### **9.02 Annual Meeting**

The annual meeting shall be held on a day and at a place within South Bruce Peninsula as fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

- 1) The business transacted at the annual meeting shall include:
  - a. approval of the agenda;
  - b. approval of the minutes of the previous annual and subsequent special meetings;
  - c. consideration & approval of the financial statements;
  - d. report of the auditor or person who has been appointed to conduct a review engagement;
  - e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
  - f. election of Directors & Officers; and
  - g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.



### **9.03 Special Meetings**

The Board may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **9.04 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

### **9.05 Quorum**

A quorum for the transaction of business at a Members' meeting shall be established with a minimum of ten percent (10%) of the membership being present. For voting purposes, an Adult Membership may cast one vote, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.06 Chair of the Meeting**

The President shall be the Chair of the Members' meeting; in the President's absence, the Vice-President shall act as Chair; otherwise, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.07 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Adult Member over the age of 18 shall be entitled to one vote at any meeting;
- b. proxy voting shall be permitted. A Member is allowed to carry a maximum of three (3) proxy votes;
- c. votes shall be taken by a show of hands among all Members present, and the chair of the meeting, if a Member, shall have a vote;
- d. an abstention shall not be considered a vote cast;
- e. before a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- f. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or

lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.08 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **9.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 – Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**Section 11 - Adoption and Amendment of By-laws**

**11.01 Amendments to By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted this \_\_\_\_\_ day of \_\_\_\_\_, 2024 at a General Members' Meeting held at 611Northacres Road, South Bruce Peninsula, Ontario.

\_\_\_\_\_  
Carl Jones, President

\_\_\_\_\_  
Dennis Morton, Secretary

## **Schedule A: Position Description of the President**

### **Role Statement**

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and committees of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate. The President will be the usual Chair for General Meetings.

### **Responsibilities:**

#### **Agendas**

Establish agendas and preside over Board meetings and General Meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

#### **Representation**

Serve as the Board's primary contact with the public.

#### **Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

#### **Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

#### **Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with under-performance of individual Directors.

#### **Succession Planning**

Ensure succession planning occurs for Officers and Board.

#### **Committee Membership**

Serve as member on all Board committees.

## **Schedule B: Position Description of the Vice-President**

### **Role Statement**

The Vice-President works collaboratively with the President to support the Board in achieving its responsibilities, and performs the duties of the President in his/her absence or upon request.

### **Responsibilities:**

#### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct.

#### **Mentorship**

Serve as a mentor to other Directors.

## **Schedule C: Position Description of the Treasurer**

### **Role Statement**

The treasurer works collaboratively with, and is responsible to, the Board to achieve its fiduciary responsibilities.

### **Responsibilities:**

#### **Custody of Funds**

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

#### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **Mentorship**

Serve as a mentor to other Directors.

#### **Financial Statement**

The Treasurer shall turn over books and records annually for audit or review and present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

#### **Other Duties**

The Treasurer shall ensure thank-you letters for donations are issued appropriately and ensure Association insurance policies are updated as necessary.

## **Schedule D: Position Description of the Secretary**

### **Role Statement**

The secretary works collaboratively with, and is responsible to, the Board to achieve its fiduciary responsibilities.

### **Responsibilities:**

#### **Board Conduct**

Support the president in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **Document Management**

Ensure a roll of the names and addresses of the Members is created and maintained current. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation and the Board. Attend to correspondence on behalf of the Board. Ensure all minute books, documents, registers and the seal of the Corporation are maintained as required by law and stored in a format and location as directed by the Board. Ensure that all reports are prepared and filed as required by law or requested by the Board.

#### **Meetings**

Give such notice as required by the By-Laws of all meetings of the Corporation and the Board. Attend, or designate an alternate member of the Board to attend, all meetings of the Corporation and the Board to record the minutes of those meetings. Receive and coordinate minutes and reports from Committees for presentation to the Board and/or Member Meetings.