

**Constitution
of
FIREMAKER PRIMITIVE SKILLS SOCIETY**

The name of the society is Firemaker Primitive Skills Society.

The purposes of the Society are:

- (a) To learn, practise and share primitive skills, and to bring together people who have in common an interest in these skills.
- (b) To provide related programs and services as determined by the Society.

**Bylaws
of
FIREMAKER PRIMITIVE SKILLS SOCIETY**

Part 1. Interpretation

1.
(1) In these bylaws, unless the context otherwise requires:

"Councillors" means the Councillors of the society for the time being;

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a person include a corporation.

Part 2. Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently **become members, in accordance** with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the Councillors for membership in the society and on acceptance by the Councillors is a member.
5. Every member must **uphold the constitution and** comply with these bylaws.
6. The **amount of the first annual membership dues** must be determined by the Councillors and after that the **annual membership dues** must be determined at the **annual general meeting** of the society.
7. A person ceases to be a member of the society
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,

- (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 8.
- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3. Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the Councillors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Councillors may, when they think fit, convene an extraordinary general meeting.
- 13.
- (1) Notice of a general meeting must be given at least 14 days prior to the meeting.
 - (2) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4. Proceedings at General Meetings

15. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and

- (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the reports of the Councillors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Councillors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Councillors issued with the notice convening the meeting.

- 16.
 - (1) No business, other than the consensual agreement to a facilitator, recorder, and timekeeper, and the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum at a general meeting is 5 members present or a greater number that the members may determine at a general meeting.

- 17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 18. Subject to bylaw 19, one of the Councillors present must facilitate a general meeting.

- 19. If at a general meeting
 - (a) there is no Councillor present within 15 minutes after the time appointed for holding the meeting, or
 - (b) all Councillors present are unwilling to act as facilitator, the members present must choose one of their number to be the facilitator.

- 20.
- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21.
- (1) A member may propose a resolution to a general meeting and that resolution must be considered.
- 22.
- (1) Decisions will be made by consensus whenever possible. When consensus cannot be achieved, a vote may be held. Any member present may request a vote. The decision to hold a vote will be made without further discussion of the matter at hand. A request to move to a vote must be supported by at least 75% of the members present.
 - (2) Any matter that goes to a vote at a general meeting requires the support of 75% of the members present.
 - (3) A member in good standing present at a meeting of members is entitled to one vote.
 - (4) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5. Councillors and Officers

- 24.
- (1) The Councillors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
 - (2) A rule made by the society in a general meeting does not invalidate a prior act of the Councillors that would have been valid if that rule had not been made.

- 25.
- (1) The Speaker, Treasurer, and Record Keeper and two or more other persons are the Councillors of the society.
 - (2) The number of Councillors must be 5 or a greater number determined from time to time at a general meeting.
- 26.
- (1) The Councillors must retire from office at each annual general meeting when their successors are elected.
 - (2) Separate elections must be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it must be by ballot.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27.
- (1) The Councillors may at any time and from time to time appoint a member as a Councillor to fill a vacancy in the Councillors.
 - (2) A Councillor so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at that meeting.
- 28.
- (1) If a Councillor resigns his or her office or otherwise ceases to hold office, the remaining Councillors must appoint a member to take the place of the former Councillor.
 - (2) An act or proceeding of the Councillors is not invalid merely because there are less than the prescribed number of Councillors in office.
29. The members may, by special resolution, remove a Councillor, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
30. A Councillor must not be remunerated for being or acting as a Councillor but a Councillor may be reimbursed for all expenses necessarily and reasonably incurred by the Councillor while engaged in the affairs of the society.

Part 6. Proceedings of Councillors

- 31.
- (1) The Councillors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The quorum for a meeting of the Council is two thirds of the Councillors then in office.

- (3) At meetings of the Councillors, the Speaker will normally act as facilitator, and the Record Keeper as recorder. These roles may be alternated as the Councillors see fit. A timekeeper will be agreed on at each meeting.
 - (4) A Councillor may at any time, and the Record Keeper, on the request of a Councillor, must, convene a meeting of the Councillors.
- 32.
- (1) The Councillors may, as they think fit, delegate any, but not all, of their powers to committees comprising Councillors and other members of the society.
 - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Councillors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Councillors held after the act or thing has been done.
33. A committee will choose a facilitator, record keeper and time keeper in accordance with these Bylaws, and the proceedings of committees will be conducted in accordance with these Bylaws.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of Councillors held immediately following the appointment or election of a Councillor or Councillors at an annual or other general meeting of members, or for a meeting of the Councillors at which a Councillor is appointed to fill a vacancy in the Councillors, it is not necessary to give notice of the meeting to the newly elected or appointed Councillor or Councillors for the meeting to be constituted, if a quorum of the Councillors is present.
36. A Councillor who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, email, or cable, of any meeting of the Councillors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Councillors is not required to be sent to that Councillor, and
 - (b) any and all meetings of the Councillors of the society, notice of which has not been given to that Councillor, if a quorum of the Councillors is present, are valid and effective.
- 37.
- (1) At meetings of the Councillors and committees of Councillors, decisions will be made by consensus whenever possible. When consensus cannot be achieved, a vote may be held. Any Councillor present may request a vote. The decision to move to a vote will be made without further discussion of the matter at hand. A request to move to a vote must be supported by at least 75% of the Councillors present.
 - (2) Any matter that goes to a vote in the Council requires the support of two thirds of the Councillors in office. Any matter that goes to a vote at a general meeting requires the support of 75% of the members present.

38. A resolution proposed at a meeting of Councillors or committee of Councillors need not be seconded, and the facilitator of a meeting may propose a resolution. Such resolutions must be considered.
39. A resolution in writing, signed by all the Councillors and placed with the minutes of the Councillors, is as valid and effective as if regularly passed at a meeting of Councillors.

Part 7. Duties

40.
 - (1) The Speaker facilitates general meetings of the society and meetings of the Councillors unless it is agreed that another person will facilitate.
 - (2) The Speaker coordinates the activities of the Council and the Councillors.
41. In the absence of the Speaker, Record Keeper, or Treasurer, the other Councillors determine who will carry out the duties and responsibilities of the Speaker, Record Keeper, or Treasurer.
42. The Record Keeper must:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and Councillors;
 - (c) keep minutes of all meetings of the society and Councillors;
 - (d) have custody of all records and documents of the society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
43. The Treasurer must
 - (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (b) render financial statements to the Councillors, members and others when required.
44. In the absence of the Record Keeper from a meeting, the Councillors must appoint another person to act as recorder at the meeting.

Part 8. Conflict of Interest

- 45.
- a) where a candidate for employment or contract is a director, that director shall not participate in decisions pertaining to the hiring or contracting.
 - b) where an employee or a contractor is a director, that director will not participate in decisions pertaining to the amount of remuneration for the job or contract or any other matter deemed by the other directors to be a conflict of interest.
 - c) any director who might possibly gain in any way from any aspect of the business of the society or has any possible conflict of interest with contracts entered into as part of the business of the society shall inform the directors of this conflict and shall not participate in any decisions pertaining to the business which may cause the conflict.

Part 9. Seal

46. The Councillors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal must be affixed only when authorized by a resolution of the Councillors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 10. Borrowing

48. In order to carry out the purposes of the society the Councillors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
49. A debenture must not be issued without the authorization of a special resolution.
50. The members may, by special resolution, restrict the borrowing powers of the Councillors, but a restriction imposed expires at the next annual general meeting.

Part 11. Auditor

51. This Part applies only if the society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the Councillors who must also fill all vacancies occurring in the office of auditor.

53. At each annual general meeting **the** society must appoint an **auditor** to hold office until the auditor is re-elected or a **successor** is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A Councillor or employee of the society must not be its auditor.
57. The auditor may attend general meetings.

Part 12. Notices to Members

58. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
59. A notice sent by mail is deemed to have been given on the second day following the day 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.
60.
 - (1) Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
 - (2) No other person is entitled to receive a notice of a general meeting.

Part 13. Bylaws

61. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
62. These bylaws must not be altered or added to except by special resolution.