



BRITISH
COLUMBIA
WHOLESALE
LUMBER
ASSOCIATION

Revised 2005
Revised 2006
Revised 2011: *(rev.
passed Feb. 19/08)*

Current as at this 4th Day of February, 2016

BYLAWS

Part 1 – Interpretation

- 1.1(1) In these bylaws, unless the context otherwise requires,
- (a) “directors” means the directors of the Society 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 his 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
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

- 2.1 The members of the Society are those persons that become members in accordance with these bylaws who have not ceased to be members.
- 2.2(1) **Member:** A person that
- (a) is a corporation;
 - (b) is engaged in the lumber wholesaling business in British Columbia;
 - (c) during its financial year ended immediately prior to the date of its application for membership, derived at least 70% of its net sales volume from its lumber wholesaling business may apply to the directors for membership in the Society and on acceptance by the directors and

payment of the initiation fee and the annual membership dues, if any, shall be a member.

(2) **Associate Member:** Any Company or individual that has an interest in providing goods or services to Members may apply to become Associate Members. Associate Members will not have voting rights and will not be eligible to become Directors of the Society.

(3) **Honourary Lifetime Member:** Any person through his or her unselfish dedication and exemplary service to the British Columbia wholesale lumber industry, and to society, has had bestowed upon them by the BCWLA Executive of the day the honour of said membership in the BCWLA. Honourary Lifetime Members will have all the rights and privileges of an Associate Member but will not have to pay dues.

2.3(1) A member that ceases to hold the qualifications specified in bylaws 2.2(a) or (b) shall have their membership reclassified to that of Associate Member.

(2) A member that ceases to derive at least 70% of its net sales volume from its lumber wholesale business for a consecutive 3 month period may, at the discretion of the directors, be expelled from membership.

2.4(1) Each member shall by notice designate in writing to the Society one individual as the member's representative authorized on its behalf to receive notices, attend meetings, vote as proxy for the member and otherwise exercise the rights and privileges of the member as a member of the Society.

(2) A member may change a designation made by it pursuant to bylaw 2.4(1) by a new notice in writing to the Society but no notice of change of designation shall be effective until actually delivered to the Society.

(3) The form of notice under bylaws 2.4(1) and (2) shall be as follows:

“TO: British Columbia Wholesale Lumber Association

The undersigned member of the Society hereby designates _____ as the authorized representative of the undersigned on the undersigned's behalf to receive notices, attend members meetings, to vote as proxy for the undersigned and to otherwise exercise the rights and privileges of the undersigned as a member of the Society.

This designation and proxy shall be effective on the date of delivery to the Society and shall remain in effect until a new designation and proxy shall be delivered to the Society.

DATED the _____ day of _____, 20_____.

Name of Member

Authorized Signatory of Member

- 2.5 Every member shall uphold the constitution and comply with these bylaws.
- 2.6 The directors shall determine the amount, if any, of the initiation fees and the annual membership dues.
- 2.7 A person shall cease to be a member of the Society
- (a) by delivering its resignation in writing to the secretary-treasurer of the Society or by mailing or delivering it by electronic means, to the address of the Society;
 - (b) on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for twelve (12) consecutive months.
- 2.8(1) Except as provided in bylaw 2.3, a member may only be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.9 A person expelled by the directors pursuant to bylaw 2.3 may only be readmitted to membership by a special resolution at the next annual general meeting reinstating that person to membership or by that person applying and being accepted for membership pursuant to bylaw 2.2.
- 2.10 All members are in good standing except a member who has failed to pay its current annual membership fee or any other subscription or debt due and owing by it to the Society and it is not in good standing as long as current annual membership

fee or other subscription or debt due remains unpaid.

Part 3 – Meeting of Members

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4(1) Notice of a general meeting shall specify the place, day and hour of 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.
- 3.5 The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding 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 transacted at an annual general meeting, except,
 - (i) the adoption of rules or order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and

- (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2(1) 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.
- (2) 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.
 - (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.3 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, shall be terminated; but in any other case, it shall 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.
- 4.4 Subject to bylaw 4.5, the president, the first vice-president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 4.5 If at a general meeting
- (a) there is no president, first vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 4.6(1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted 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 shall 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 transacted at an adjourned general meeting.

- 4.7(1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled to cast as the authorized representative of a member and the proposed resolution shall not pass.
- 4.8(1) A member in good standing represented at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is permitted and required.
- 4.9 A corporate member may vote by its authorized representative, who is entitled to speak and vote as proxy for the member and in all other respects exercise the rights of the member, and that authorized representative shall be treated as a member for all purposes with respect to a meeting of the Society.

Part 5 – Directors and Officers

- 5.1(1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless, to
- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.2(1) The first directors of the Society are those persons listed in the list of first directors filed with the registrar.
- (2) The first directors shall elect from among their number the first officers of the Society.
- 5.3(1) The officers of the Society shall consist of

- (a) the president;
 - (b) the first vice-president;
 - (c) the second vice-president;
 - (d) the third vice-president; and
 - (e) the secretary-treasurer.
- (2) The officers of the Society will be directors of the Society and accordingly an officer must be qualified to be a director in order to be elected or appointed as an officer, must continue to be so qualified throughout his term of office, and upon ceasing to be so qualified, ceases to be an officer.
- 5.4(1) The directors succeeding the first directors shall be the persons elected or appointed as officers of the Society and the other persons that may be elected or appointed as directors in accordance with these bylaws.
- (2) the presidents succeeding the first president will be honorary officers of the Society acting in an advisory capacity for one term immediately following the end of their elected term of office, or for as long as their elected successor remains in office, and as such shall be referred to as Past President.
 - (3) A person must be an authorized representative of a member to be eligible for election or appointment as a director, must continue to satisfy this qualification throughout his term of office, and upon ceasing to satisfy this qualification, ceases to be a director.
 - (4) The number of directors shall be 5, or any number of 3 or greater, as may be determined from time to time at a general meeting.
- 5.5(1) The directors and officers shall retire from office at an annual general meeting upon their successors being elected. Successors are to be elected every two years.
- (2) Separate elections shall be held for each officer and director to be elected as follows:
- (a) President
 - (b) Secretary Treasurer
 - (c) Three Vice Presidents, or as many as the Society dictates from time to time. Ranking of the Vice Presidents will be determined by the newly elected directors at their first meeting.
- (3) An election may be by acclamation; otherwise it shall be by ballot.

- (4) If no successor is elected the person previously elected or appointed continues to hold office.
 - (5) The election of a person as an officer shall be deemed to be an election of that person as a director as well.
- 5.6(1) The directors may appoint the authorize representative of a member as a director or as a director and officer, as the case may require, to fill a vacancy in the directors, whether the vacancy is caused by resignation or otherwise.
- (2) A person appointed under bylaw 5.6(1) holds office only until his successor is elected at the next annual general meeting but is eligible, so long as he is otherwise qualified, for re-election at the meeting.
 - (3) No act or proceeding of the directors is invalid by reason of there being less than the prescribed number of directors in office.
- 5.7 The members may by special resolution remove a person who is an officer and a director, or who is a director only, before the expiration of his term of office, and shall elect a successor to complete the term of office of the former director.
- 5.8 No director or officer shall be remunerated for being or acting as a director or officer but a director or officer shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

- 6.1(1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (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.
 - (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 first 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.
 - (4) A director may at any time, and the secretary-treasurer, on the request of a director, shall, convene a meeting of the directors.

- 6.2(1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.
- 6.3 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.
- 6.4(1) The members of a committee may meet and adjourn as they think proper.
- (2) So as to retain members interested in serving the BCWLA but who have served out their terms as Officers, an Advisory Board, otherwise known as the ***SENATE***, is established to assist and advise the elected Executive of the BCWLA whenever possible. Eligibility to serve on the Senate is open only to those members who have served previously as a member of the Executive Committee. Members of the Senate may attend all Executive Meetings in an advisory capacity but will not have an Executive vote. The Senate will be chaired by the immediate Past President or appointed designate.
- (3) So as to allow members, either retired, or who have left the industry but who still want to be associated with the BCWLA on a social level and be a historical part of the Association, an ***ALUMNI ASSOCIATION*** is formed for this express purpose.
- 6.5 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.
- 6.6 A director 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 mail, e-mail or any other electronic means, of any meeting of the directors and may at anytime withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of directors shall be sent to that director; and
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

- 6.7(1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairman does not have a second or casting vote.
- 6.8 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all of the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.
- 6.10(1) The directors may conduct business by conference telephone or by electronic means when considered necessary or convenient and all such business shall be deemed to have been conducted at a duly convened meeting of the directors so long as a quorum of the directors took part in said business.
- (2) The person acting as the secretary for a meeting held under bylaw 6.10(1) shall prepare and file minutes of the meeting and any resolutions passed with the minutes of the directors.

Part 7 – Duties of Officers

- 7.1(1) The president shall preside at all meetings of the Society and of the directors.
- (2) Subject to bylaw 5.1, the president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.2 The first vice-president shall carry out the duties of the president during his absence and such additional duties as may be delegated to him by the directors.
- 7.3 The second vice-president shall carry out the duties of the first vice-president during his absence and such additional duties as may be delegated to him by the directors.
- 7.4 The third vice-president shall carry out the duties of the second vice-president during his absence and such additional duties as may be delegated to him by the directors
- 7.5 The secretary-treasurer shall
- (a) in his capacity as secretary

- (i) conduct the correspondence of the Society;
 - (ii) issue notices of meetings of the Society and directors;
 - (iii) keep minutes of all meetings of the Society and directors;
 - (iv) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (v) have custody of the common seal of the Society; and
 - (vi) maintain the register of members, and
- (b) in his capacity as treasurer,
- (i) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (ii) render financial statements to the directors, members and others when required.

7.6 In the absence of the secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal and Signing Authority

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any two directors.
- 8.3 The directors may authorize any of their number by resolution to sign deeds, agreements, conveyances, mortgages, or other documents on behalf of the Society and, in the absence of a resolution, any two directors shall have signing authority on behalf of the Society.

Part 9 – Borrowing

- 9.1 In order to carry out the purposes of the Society the directors 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 the foregoing, by the issue of debentures.

- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expired at the next annual general meeting.

Part 10 – Auditor

- 10.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be promptly informed in writing of appointment or removal.
- 10.6 No director and no employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – Notices to Members

- 11.1 A notice may be given to a member at its registered address, by delivery to the member's authorized representative, or by mail, or other electronic means.
- 11.2 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.
- 11.3(1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the date notice is given; and
 - (b) the auditor, if Part 10 applies
- (2) No other person is entitled to receive a notice of general meeting.

Part 12 – Bylaws

- 12.1 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, on request, a copy of the constitution and bylaws of the Society.
- 12.2 These bylaws shall not be altered or added to except by special resolution.

Dated the _____ day of _____, 20 _____