

BY-LAWS OF THE VANCOUVER HOMEBREWERS ASSOCIATION (THE "SOCIETY")

Here set forth, in numbered clauses, are the By-Laws providing for the matters referred to in Section 6(1) of the *Society Act* and any other By-laws.

Part 1 - Interpretation

1. In these By-laws, 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 or her address as recorded in the register of members;
 - d. "Term" means the time between the annual general meeting and the immediate next annual general meeting;
 - e. "Officer term" has the same meaning as "term".
2. The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation or other legal entity.

Part 2 - Membership

Applications for Membership

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with the By-laws, and, in either case, have not ceased to be members.
5. A person may apply to the Directors or their designate and, upon acceptance by the Directors or their designate, that person becomes a member, unless that person has been expelled or unless that person has not yet reached the legal drinking age in British Columbia.

Membership Freeze

6. The Directors may at any time postpone, on terms and conditions, the consideration of all or some applications for membership.
7. Each member shall inform the Secretary or his or her designate in writing of his or her up-to-date address and e-mail address (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
8. Every member shall uphold the Constitution and comply with these By-laws.
9. The Directors may institute, amend or revoke, by resolution of the Directors, a code of conduct for members ("Code"). If a Code is in force, then unless otherwise specified by the Directors:
 - a. all members must agree to the terms of the Code, or any revised Code, as a condition of their continued membership in good standing; and
 - b. all members' guests and all attendees at Society meetings and events must agree to the terms of the Code as a condition of their attendance and participation.

Membership Dues

10. The Directors may determine the membership dues, if any. The Directors may waive, in whole or in part, membership dues for any member.

Cessation of Membership

11. A person shall cease 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. having not been a member in good standing for a period of 30 days.

Expulsion of Members by the Directors

12. A member may be expelled by a resolution of the Directors. Such expulsions are at the sole and absolute discretion of the Directors.
13. Any expelled member will receive a refund of the fraction of his or her paid-up current-period membership dues, if any, corresponding to the time in that period that the person was no longer a member.

14. An expelled former member may only be reinstated to membership by:
 - a. a resolution of the Directors; or
 - b. a special resolution of the members passed at a general meeting. The person who is the subject of the proposed reinstatement shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Members and Good Standing

15. All members are in good standing except a member who has:
 - a. failed to pay his or her current annual membership fee or other subscription or debt due and owing by him or her to the Society; or
 - b. failed to agree to the terms of any Code in force in a timely fashion as required by the Directors.
16. Unless the Directors otherwise decide:
 - a. a member who has not paid his or her membership fee may at any time bring himself or herself into good standing in relation to the membership fee by paying it even though it is past due; and
 - b. a member who has not agreed to the terms of any Code in force may at any time bring himself or herself into good standing in relation to the Code by agreeing to its terms.

Part 3 - Meetings of Members

17. General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
18. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.
19. The Directors may, whenever they think fit, convene an extraordinary general meeting.
20. Notice of a general meeting shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business.
21. 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.
22. Other meetings of the members, such as regular and periodic “VanBrewers” meetings of members and guests, and other meetings and events, may be held at such times and places and in such formats as approved by the Directors (each a “Club Meeting”). Club Meetings are not

general meetings. Though the affairs of the Society may be discussed at Club Meetings, it is not intended that official Society business be conducted at Club Meetings. The provisions of Part 4 – Proceedings at General Meetings do not apply to Club Meetings unless or to the extent specified by the Directors.

Part 4 - Proceedings at General Meetings

23. The first annual general meeting of the Society 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 every calendar year and not more than 15 months after holding the last preceding annual general meeting.

24. 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 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. 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 report of the Directors issued with the notice convening the meeting.

25. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

26. If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended.

27. A quorum is 3 members present or such greater number as the members may determine at a general meeting.

28. If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place as far as is practicable, 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, provided there are at least 3 members present.

29. The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.

30. If at a general meeting:

a. there is no President, 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 Chairperson;

the members present shall choose one of their number to be Chairperson.

31. 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.

32. When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

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

34. No resolution proposed at a general meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.

35. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

36. A member in good standing present at a general meeting is entitled to one vote.

37. Voting is by show of hands, unless the members present otherwise decide.

38. Voting by proxy is prohibited.

39. 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 shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

General Powers of Directors

40. The Directors may exercise all such powers and do all such acts and things as the Society 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 Society in the general meeting, but subject, nevertheless, to the provision of:

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

41. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Number and Qualifications of Directors

42. There shall be five Directors or such other number appointed upon incorporation or as determined by the Society in a general meeting of members.

43. A Director should be a member. However, the failure of a Director to be a member shall not invalidate his or her appointment, election, or continuance as a Director.

Terms of Directors and Their Replacement

44. The first Directors shall retire at the first annual general meeting following the incorporation.

45. The Directors shall retire at the expiration of their term, when their successors shall be elected.

46. A Director shall be elected at the annual general meeting for one term.

47. Election procedures at the annual general meeting shall be determined by the members present.

48. The Directors may at any time appoint a member as a Director to fill any Director vacancy.

49. A Director appointed by the Directors holds office until the next annual general meeting.

Removal of Directors or Officers by Membership

50. The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his or her term in office and may elect, by majority vote, a successor to

serve to the next annual general meeting.

51. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

52. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Quorum

53. The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be one-half of the Directors then in office.

54. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.

55. The Directors may at any time, and the Secretary on the request of two Directors shall, convene a meeting of the Directors.

Officers

56. The President, Vice President, Secretary, Treasurer, and one or more persons appointed upon incorporation or as determined by the members, shall be Officers of the Society and shall be elected at the annual general meeting.

57. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

58. Officers shall serve for one officer term, upon election.

59. The Directors may at any time appoint a Director to fill any Officer vacancy.

60. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

61. No Officer may hold financial interest in a brewing-related industry, including, but not limited to, breweries, brewing supply stores, brewing ingredient producers, etc.

Committees of the Directors

62. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.

63. 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 Directors.

64. Subject to directions of the Directors, the Committee shall determine its own procedure.

65. The members of a Committee may meet and adjourn as they think proper.

Executive Committee of the Directors

66. There may be an Executive Committee of the Directors that may exercise any of the powers or duties of the Directors between meetings of the Directors except for:

- a. directions given by the Directors; and
- b. directions given by the membership at a general meeting or an extraordinary general meeting of the membership.

67. The Executive Committee shall be composed of the following persons:

- a. The President, Vice President, the Treasurer, and the Secretary; or
- b. Such Directors designated by the Directors.

68. The Directors may fill any vacancy on the Executive Committee.

69. The other provisions of these By-laws that apply to Committees of the Directors apply with necessary changes to the Executive Committee.

Miscellaneous Matters

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

71. Each Director shall inform the Secretary or his or her designate in writing of his or her up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

72. Notices may be given to Directors in the same manner as notices are given to members.

73. No Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

74. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.

75. In case of an equality of votes, the Chairperson does not have a second or casting vote.

76. No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

Return of Documents and Property

77. At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

Resolutions in Writing

78. A resolution in writing, signed by at least two-thirds of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

Meetings Generally

79. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws. The meetings may be held in whole or in part by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

In Camera Meetings

80. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Voluntary Leave of Absence

81. A leave of absence must be at the voluntary request of the Director or Officer concerned. A request for leave of absence must be in writing.

82. Subject to any directions from the Directors, the President may grant a short leave of absence to any Director or Officer on terms and conditions. The President shall then assign the duties and powers of that Director or Officer to another Director or Officer or to the President. Such short leave of absences and transfer of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the President at that meeting.

83. Subject to any directions from the Directors, the Vice President may grant a short leave of absence to the President on terms and conditions. The Vice President shall then assume the duties and powers of the President. Such short leave of absences and assumption of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the Vice President at that meeting.

84. The Directors may grant a regular leave of absence to any Director or Officer on terms and conditions. The Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.

85. In case of a conflict between the powers of the President and Vice President to grant short leave of absences and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.

86. Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Directors under the By-laws to transfer duties and powers among the various Directors or Officers. Such power to transfer duties and powers supersedes the By-laws dealing with leaves of absence.

87. A Director or Officer on an authorized leave of absence need not be sent any notice of meetings of the Directors or Committees.

88. During a regular leave of absence, but not a short leave of absence, the Directors or Officers absent shall not be counted towards any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one.

Part 7 - Duties of Officers

89. The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

90. The President is:

- a. the Chief Executive Officer of the Society;
- b. the chief spokesperson for the society; and
- c. the supervisor of other Directors or Officers;

91. The Vice President shall:

- a. assist the President;
- b. carry out the duties and exercise the powers of the President during any absence of the President.

92. The Secretary, or person designated by the Directors, shall:

- a. conduct the correspondence of the Society;
- b. issue notice of meetings of the Society and Directors;
- c. keep minutes of all meetings of the Society and Directors;

- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
 - e. have custody of the common seal of the Society, if any.
93. The Treasurer, or person designated by the Directors, shall keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and the Treasurer shall render financial statements to the Directors, members and others when required.
94. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
95. Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.
96. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
97. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
98. A Director shall:
- a. act honestly and in good faith and in the best interests of the Society; and
 - b. exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
99. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his or her interest to each Director and otherwise comply with the requirements of the *Society Act*.
100. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- a. the full name and residence address;
 - b. the date on which a person is admitted as a member; and
 - c. the date on which a person ceases to be a member.
101. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.

102. The Directors shall ensure that all financial and other reports that have to be filed after the annual general meeting are filed as required by the *Society Act* and *Income Tax Act* or other law.

103. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.

104. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- a. all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- b. every asset and liability of the Society; and
- c. every other transaction affecting the financial position of the Society.

Part 8 - Seal

105. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

106. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

Part 9 - Borrowing

107. 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 such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

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

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

Part 10 - Auditor

110. This part applies only where the Society is required or has resolved to have an auditor.

111. The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of the auditor.

112. At each annual general meeting, the Society may appoint an auditor to hold office until he is re-elected or his or her successor is elected at the next annual meeting.
113. An auditor may be removed by ordinary resolution.
114. An auditor shall be informed forthwith in writing of appointment or removal.
115. No Director and no employee of the Society shall be auditor.
116. The auditor may attend general meetings

Part 11 - Inspection of Documents by Members and Directors

Inspection by Members

117. Subject to the *Personal Information Protection Act*:
 - a. the books and records of the society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the Directors;
 - b. Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

Part 12 - Notices to Members

118. A notice may be given to a member either personally, or by mail to his or her registered address.
119. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
120. A notice may also be given to a member by emailing it or faxing it to an email address or fax number provided by the member.
121. A notice sent by email or fax shall be deemed to have been given on the same day on which the notice is sent by email or fax, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.
122. A notice may be given to a member by posting such notice on any official online Society channel, such as a Society website, Society forums, or a Society social media account, that is accessible by the member. A notice posted on such an official online Society channel shall be deemed to have been given on the first day following that on which the notice was posted to such channel.

123. Notice of a general meeting shall 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.

124. No person, other than those mentioned in the above paragraph, is entitled to receive a notice of general meeting.

Part 13 - By-laws

125. After being admitted, a member is entitled to a hard copy of the Constitution and By-laws upon paying the sum of \$1.00. If the Constitution and By-laws are available in electronic format, the member is entitled to an electronic a copy of the Constitution and By-laws at no cost.