

## VI LLAMA & ALPACA CLUB

### PART 1 - INTERPRETATION

1. In these Bylaws, unless the context otherwise requires,
  - 1.1. "Directors" means the Directors for the time being of the Club;
  - 1.2. "Registered address" of a member means his/her address as recorded in the register of members;
  - 1.3. "Special Resolution" means a resolution passed by a majority of 3/4 of such voting members as are present at a General Meeting of which notice, specifying the intention to propose the resolution as a Special Resolution, has been given.
2. Words importing the singular include the plural and vice-versa, and words importing a male person include a female person and vice-versa.

### PART 2 – MEMBERSHIP

1. The members of the Club are those persons who become members in accordance with these Bylaws.
2. A person will become a member of the Club in good standing upon payment of annual membership dues.
3. Each regular member is entitled to one (1) vote, hold office and give notice to amend these bylaws.
4. Every member shall uphold the Constitution and comply with these Bylaws.
5. A person shall cease to be a member of the Club:
  - 5.1 upon being expelled, or upon not having been a member in good standing for four (4) consecutive months;
  - 5.2 by delivering their resignation in writing to the Secretary of the Club or by e-mailing or by mailing or delivering it to the address of the Club;
  - 5.3 upon his death.
6. A member may be expelled by Special Resolution of the members passed at a General Meeting:
  - 6.1. The notice of Special Resolution of expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. A statement of these reasons will be available upon request to members.
  - 6.2. 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 vote.
  - 6.3. The Board of Directors, or a committee struck by it, shall determine whether a member shall be suspended or terminated until the next General Meeting.

### PART 3 – MEETINGS OF MEMBERS

1. The Annual General Meeting of the Club shall be held at the time and place that the Directors decide.
2. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
3. The Directors may, when they think fit, convene an Extraordinary General Meeting or shall be called upon petition to the Board signed by one-tenth (1/10th) of the membership, or 25 members, whichever is greater, for a meeting to consider specified subjects.
  - 3.1 Notice of a General Meeting shall specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.
  - 3.2 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.

### PART 4 – ANNUAL GENERAL MEETING

1. The first Annual General Meeting of the Club shall be held not more than six (6) months after the date of formation of the Club, and after that, an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding Annual General Meeting.
2. The agenda for the Annual General Meeting will be as follows:
  - 2.1 Call to order
  - 2.2 Acceptance of the minutes of the previous Annual General Meeting
  - 2.3 Reading of correspondence
  - 2.4 Financial report
  - 2.5 Annual report of standing committees
  - 2.6 Business arising from the minutes
  - 2.7 New business
  - 2.8 Report of the election results by the nominating committee
  - 2.9 Adjournment
3. The incoming Directors will assume office following the adjournment of the Annual General Meeting.

### PART 5 – PROCEEDINGS AT GENERAL MEETINGS

1. Any business may be conducted at an Extraordinary General Meeting except:
  - 1.1 the annual report of Directors and committee chairpersons;
  - 1.2 the election of Directors;
  - 1.3 other business that under these bylaws ought to be transacted at an Annual General Meeting.
2. No business, other than the election of a Chairperson and adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

3. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4. A quorum for any meeting of members shall be at least one-tenth (1/10th) of the number of voting members in good standing in the register of the Club, but never less than five (5) members.
5. Subject to Bylaw 6 of this part, the President of the Club, the Vice President or in the absence of both, one of the other Directors present, shall preside as a Chairperson of a General Meeting.
6. If at a General Meeting, the members present may choose one of their number to be Chairperson in the situation that:
  - 6.1 there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - 6.2 the President and all the other Directors present are unwilling to act as a Chairperson.
7. 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.
8. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
9. A member in good standing present at a meeting of members is entitled to vote as provided in Part 2, Bylaw 3; with:
  - 9.1 voting being done by a show of hands
  - 9.2 voting by-proxy not being permitted
  - 9.3 the Chairperson voting only in the case of a tie.
10. Except-for Special Resolutions proposed by the-Board of Directors, no Special Resolutions shall be considered or voted on at a General Meeting of the Club unless a copy of the Special Resolution; in writing and signed by the greater of one-tenth (1/10th) of the membership or 25 members, has been deposited at the registered office of the Club, not less than 45 days before the General Meeting at which it is requested that the Special Resolution be considered at the General Meeting.
11. Where a Special Resolution is to be submitted to a General Meeting of the Club, the notice-to-members of the intention to propose the Special Resolution may be accompanied by an indication of any determination by the Board of Directors as to their concurrence or lack of concurrence and the reasons for such determination.
12. Except for resolutions other than Special Resolutions proposed by a Board of Directors, no resolution shall be considered or voted on at a General Meeting of the Club unless a copy of the resolution, in writing, has been submitted to the Chairperson prior to the commencement of the General Meeting at which the resolution is proposed to be considered, unless the Chair of the meeting waives the requirement contained in this rule.
13. The Chairperson of a meeting may move or propose a resolution.

## PART 6 - DIRECTORS AND OFFICERS

1. The Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and which are not disallowed by these bylaws or by statute or General Meeting, but subject nevertheless to:
  - 1.1 all laws affecting the Club; and
  - 1.2 these bylaws.
2. No rule, made by the Club in a General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
3. The President, Vice President, Secretary, Treasurer and one (1) other person shall be the Directors of the Club.
4. The Directors of the Club, save as hereinafter provided, shall be elected at the Annual General Meeting and shall hold office for a period of two years until replaced by their successors at the Annual General Meeting.
5. Directors may serve for an unlimited number of years, providing that a minimum of one (1) year's absence from the Board shall occur after any two (2) consecutive terms.
6. In order that there be continuity on the Board, at the time of Club formation, three (3) Directors as determined amongst themselves, will remain in office for the completion of a full two (2) year term. The two (2) remaining Directors will retire at the next Annual General Meeting following their election.
7. An election may be by acclamation, otherwise it shall be by ballot.
8. The Directors may at any time and from time to time as required, appoint a member as a Director to fill a vacancy in the Directors. This appointment will be offered first to the person receiving the most votes on the list of the most recent nominations and subsequent balloting.
  - 8.1 A Director so appointed shall hold office only until the next following Annual General Meeting of the Club, but is eligible for re-election at that meeting.
  - 8.2 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
  - 8.3 In accordance with the Constitution, no Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.
  - 8.4 The Directors may, by majority vote, reassign or remove another Director from any of the four offices at any time. A Director's removal from Office does not necessarily mean removal from Directorship, unless so specified.
9. The Board of Directors may from time to time and in the manner they decide, create committees and determine the composition of members to such committees.
  - 9.1 A Director shall be appointed by the President to act as Board Liaison between the Committee Chairperson and the Board of Directors.
  - 9.2 The President, or a Director appointed by the President, shall be an ex-officio member of all committees except the nominating committee.

10. The Board of Directors may from time to time appoint employees and/or agents and authorize the employment of such persons as it deems necessary to carry out the objects of the Club. Such agents or employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
11. All agents and employees shall be subject to removal from their position or employment by the Board of Directors at any time with reasonable notice to the person so removed.

#### PART 7 – PROCEEDINGS OF THE DIRECTORS

1. At the first meeting of Directors following the Annual General Meeting, the Directors will themselves decide, by their own means, who amongst them will hold the offices of President, Vice President, Secretary and Treasurer, and such other offices as the Board may determine from time to time.
2. 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.
3. 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 on the Board.
4. The President shall chair all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President may act as Chairperson, but if neither is present, the Directors present may choose one of their number to chair that meeting.
5. Two or more Directors in concert may cause a meeting of the Directors to be convened. All Directors shall be so notified.
6. Questions arising at a meeting of Directors shall be decided by a majority of votes.
7. The Chairperson will vote only in the case of a tie.
8. A resolution in writing, signed by all the Directors and placed within the minutes of the Club is as valid and effective as if regularly passed at a meeting of Directors.
9. The approved minutes of meetings of the Board or any committee, and the account books, shall be open to inspection by the members at all reasonable times at the office of the Club. Members may also write to the Secretary to obtain minutes of Board meetings as desired.

## PART 8 – DUTIES OF OFFICERS

1. The President:
  - 1.1 shall preside and chair at all meetings of the Club and of the Directors;
  - 1.2 is the chief executive officer of the Club and shall be responsible for the overall operation and good conduct of the Club.
2. The Vice President shall carry out the duties of the President during his absence.
3. The Secretary shall:
  - 3.1 conduct the correspondence of the Club as required;
  - 3.2 issue notices of meetings of the Club as required;
  - 3.3 keep minutes of Annual General Meetings, and of all other meetings of the Club and of the Directors as may be deemed necessary by the meeting Chairperson;
  - 3.4 have custody of all records and documents of the Club except those required to be kept by the Treasurer and from time to time by the committees;
4. Treasurer shall:
  - 4.1 keep the financial records, including books of account;
  - 4.2 render financial statements to the Directors, members and others when required;
5. In the absence of the Secretary from a meeting, the Chairperson shall appoint another of the Directors present to act as Secretary at the meeting.

## PART 9 - NOTICES TO MEMBERS

1. A notice may be given to a member either personally or by e-mail.
2. Notice of a General Meeting shall be given via e-mail to every member and shall be posted on the Club website.

## PART 10 – BYLAWS

1. Bylaws are available online at the Club website.
2. These bylaws may be altered or added to at any General Meeting providing notice of any proposed change is provided in accordance with Part 9.
3. To alter or add to these Bylaws requires approval by three-quarters vote of the members present at the General Meeting.