

**Constitution and By-Laws governing the  
Inter Island Sheep Breeders Association (IISBA)  
September 21, 2014**

**NAME:**

This association shall be known as the Inter Island Sheep Breeders Association.

**PURPOSE:**

The purpose of the association is to bring together sheep producers of Vancouver Island Coastal Region for sharing of knowledge regarding all aspects of the sheep industry.

**LOCATION:**

The affairs of this association shall be conducted from the residence of the Secretary in the Province of British Columbia. This provision is alterable.

**BYLAWS**

1. Any resident of the Province of British Columbia may be admitted to membership in the Inter Island Sheep Breeders Association upon application and upon payment of membership fee as set by special resolution of the membership at the Annual Meeting of the Association.
  - a. A member is in good standing if his or her annual dues are paid.
  - b. A member may for just cause be expelled from membership in the Association by a majority vote of members at the Annual General Meeting.
  - c. Membership period is from September 1<sup>st</sup> to August 31<sup>st</sup>.
  - d. Membership fees are based on one membership per household. Each membership gets one vote. Fees to be reviewed on a periodic basis and established based on comparative market values.
  - e. Member communication shall be primarily via e-mail. Members are responsible for notifying the secretary of e-mail address changes.
  
2. The financial year end shall be no more than six months prior to the Annual General Meeting.
  - a. The annual general meeting shall be held once in every calendar year

- a.i. date to be no later than December 31<sup>st</sup> of each year
- a.ii. place to be determined by the Board of Directors.
- b. Special meetings may be called at the discretion of the Board of Directors.
- c. Not less than (15) days prior to a meeting date, either annual or special, the Secretary shall e-mail a notice of meeting to each registered member and post notice to the Inter Island Sheep Breeders Association website
  - c.i. The purpose for which the special meeting is called shall be stated in the notice of same.
- d. For the transaction of business at an annual or special meeting, five (5) members shall constitute a quorum which shall include at minimum three (3) directors.
- e. For the transaction of business at a meeting of the Board of Directors, five (5) members shall constitute a quorum which shall include at minimum three (3) directors.
- f. The Chairman of any meeting shall vote only when a casting vote is required.
- g. Members unable to attend a given meeting, either of the Association or the Board of Directors, may not vote by proxy.
- h. A member of the Association or of the Board of Directors who is unable to attend a given meeting because of health or cost reasons may register his/her vote by setting forth their opinion in writing.
  - h.i. Signed letter or fax must be received by the Secretary seven (7) days prior to the meeting.
  - h.ii. The member of the Association or of the Board of Directors may vote on or express his/her opinion of any item on the agenda for that meeting.
  - h.iii. The Secretary shall duly enter such a vote or opinion into the minutes of the meeting and it shall be counted as a vote cast by the absent member.
- i. No person other than a member in good standing shall be entitled to participate in or vote at any meeting of this Association.

3. This Association shall be governed by a Board of Directors.

- a. Board of Directors to consist of the following representative of the membership.
  - a.i. President
  - a.ii. Vice President
  - a.iii. Secretary
  - a.iv. Treasurer
  - a.v. Two (2) Directors At Large
  - a.vi. One (1) BC Sheep Breeders Association Director
- b. The Executive to consist of the following representative of the membership.
  - b.i. President
  - b.ii. Vice President
  - b.iii. Secretary
  - b.iv. Treasurer
- c. Elections of directors be staggered, each term would be for two years.
  - c.i. Elections for even years would be for President, Secretary, Director at Large #1
  - c.ii. Elections for odd years would be for Vice President, Treasurer, Director at Large #2 and the BC Sheep Federation Director.
- d. A Director may be removed provided a special resolution is filed with the Secretary at least fifteen days prior to the date of the meeting at which said motion is to be introduced. Resolution requires a threequarters majority vote of members present to pass.
- e. Directors shall receive no remuneration.
- f. Separate elections shall be held for each office to be filled. Each office shall be elected by the membership present at the annual meeting.
- g. It shall be the duty of the President to chair all formal meetings of the Association and the Board of Directors and to decide upon all questions of order. For committee

meeting a chairman will be assigned at every meeting by vote of committee members attending the meeting.

- h. It shall be the duty of the VicePresident to aid and assist the President at all times.
- i. In the absence of the President, the VicePresident shall assume his/her duties.
- j. The Secretary shall attend all general meetings of the Association and all meetings of the Board of Directors.
  - j.i. He/she shall keep accurate minutes
  - j.ii. He/she shall conduct all correspondence pertinent to the business of the Association
  - j.iii. He/she shall issue all reports, minutes, including press reports and shall prepare the Annual Report for publication
- k. The Treasurer shall attend all general meetings of the Association and all meetings of the Board of Directors.
  - k.i. He/she shall receive and give an accounting of all monies belonging to the Association
  - k.ii. He/she shall pay all liabilities authorised by the Board of Directors.
- l. The President, the Secretary or the Treasurer shall be ex officio of all standing Committees and all Special Committees.
- m. Required representatives to exhibition associations and all standing committees shall be elected at the annual meeting.
  - m.i. It shall be the duty of such representatives to fulfill the instruction of the Association
- n. The Board of Directors shall meet at the call of the President or in his/her absence, the VicePresident, on at least three (3) days notice.
- o. The association shall have committees to support activities of the association. These committees include:
  - o.i. The Executive Committee who shall make rules from time to time to govern the internal management and routine affairs of the Association. The Executive

Committee shall have control of the affairs of the Association and shall outline the undertaking and the policy of the Association. All financial decisions proposed by committees require approval by the executive committee.

- o.ii. Meetings of any of the committees shall be held as often as may be necessary and expedient. Where appropriate, reports or minutes will be made available to the membership via website.
- 4. All funds shall be deposited to the credit of the Inter Island Sheep Breeders Association in a chartered Bank in Canada, said bank to be selected by the Board of Directors. All dispersal's shall be made by cheque drawn on said bank. Cheques shall be signed by two of three signing officers authorised by the Board of Directors.
  - a. All member and director expenses must be preauthorised by the Board of Directors.
- 5. At the direction of the Board of Directors, the Association shall have the power to borrow monies, total current debt incurred by such borrowing not to exceed the sum of three thousand (3,000) dollars subject to the Societies Act of British Columbia.
- 6. A member in good standing be appointed to review the books. On a rotational five (5) year basis an qualified professional shall perform a financial review.
- 7. The office of the Association shall be situated at the residence of the Secretary.
- 8. Any member in good standing of this Association shall have the right to propose alterations, additions or amendments to the constitution and bylaws at any annual or special meeting of the Association provided that written noticeofmotion is filed with the Secretary at least fifteen (15) days prior to the date of the meeting at which said motion is to be introduced. Incorporation of such alterations, additions or amendment shall require a majority vote of members present and voting on the motion.
- 9. Special resolutions shall be accepted for consideration provided they are received not less than four (4) weeks prior to date of the meeting at which said resolution is to be introduced. Notice shall be sent out fifteen (15) days prior to the meeting. Special resolutions require a majority vote of the members present to pass.

10. All books and electronic records of the Association shall be in the custody of the Secretary.

- a. A secure electronic location will be established to manage digital information.
- b. At least two (2) directors will have access to this secure location at any time, one (1) of these being the Secretary.

11. Order of business:

- a. Meeting to be called to order
- b. Adoption of Agenda
- c. Minutes of the previous meeting
- d. Report of the Secretary
- e. Report of the Treasurer
- f. Reports of Committees
- g. Reports of BCSF Director
- h. Old business
- i. Election of Directors (annual meeting)
- j. New business
- k. Discussion
- l. Adjournment

12. Any member in good standing of this Association shall have the right to inspect the books and records thereof, and said books and records to be made available to him/her upon request and inspection to take place at the office of his/her Association or on-line where deemed appropriate by the Secretary.

**Constitution and By-Laws governing the  
Inter Island Sheep Breeders Association (IISBA)  
January 2014**

Adopted this 21<sup>st</sup> day of September, 2014

<b>President</b>	<b>Sign</b>  <b>Name</b>  <b>Address</b>  <b>Phone</b>  <b>Email</b>
<b>Vice President</b>	<b>Sign</b>  <b>Name</b>  <b>Address</b>  <b>Phone</b>  <b>Email</b>
<b>Secretary</b>	<b>Sign</b>  <b>Name</b>  <b>Address</b>  <b>Phone</b>  <b>Email</b>

<b>Treasurer</b>	<b>Sign</b>  <b>Name</b>  <b>Address</b>  <b>Phone</b>  <b>Email</b>
------------------	--

**Amendments:**

<b>Date</b>	<b>Amendment</b>
<b>21 September 2014</b>	<b>Original Version</b>