

Society Act Constitution

(1) Name of the Society is the MOBERLY LAKE COMMUNITY ASSOCIATION.

(2) Purposes of the Society are:

- A. To protect, plan, develop and promote.**
- B. To become the central guidance for the area known as Moberly Lake.**
- C. To initiate, implement and maintain;**
 - 1) Community goals**
 - 2) Lake pollution study**
 - 3) Community centre**
 - 4) Volunteer security system**
 - 5) Pollution educational program**
- D. To be watchful and informed of;**
 - 1) Land use**
 - 2) Flood control**
 - 3) Demographic studies**
 - 4) Hazardous areas and/or materials**
- E. To adopt a plan to include input from all interested property owners.**
- F. To recommend priorities and needs of the Community to those who have jurisdiction and authority over the distribution of available funds.**
- G. To apply for Government grants for assistance and implement a spending and budget system.**

**SOCIETY ACT
BYLAWS OF MOBERLY LAKE COMMUNITY ASSOCIATION**

PART 1 – INTERPRETATION

- 1.1 (a) In these Bylaws, unless the context otherwise requires,
- (i) “directors” means the directors of the Society for the time being;
 - (ii) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (iii) “registered address” of a member means his address as recorded in the register of members;
 - (iv) “term” means the time between the annual general meeting and the immediate next annual general meeting;
 - (v) “officer term” has the same meaning as “term”;
- (b) 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 imparting a male person include a female person and a corporation.
- 1.3 In the event of winding up or dissolution of the Society the funds and assets of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to Section 149 (1) (f) or (L) of the Income Tax Act (CDN).
- 1.4 Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.
- 1.5 No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, director, officer or shareholder.

PART 2 – MEMBERSHIP

- 2.1 The members of the society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws, and, in either case, have not ceased to be members.
- 2.2 Full membership in the Society is open to all persons who have:
- (a) passed their 19th birthday
 - (b) expressed an interest in pursuing the purposes of the Society as stated in the Constitution under “Purposes of the Society”
 - (c) A person may apply to the Directors or their designate, and upon acceptance by the Directors or their designate and payment of dues, this person becomes a member. A person must be a member for 30 days before entitlement to vote.
- 2.3 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.4 The Directors may determine the membership dues, if any.

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- 2.5 A person shall cease to be a member of the Society:
- (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for a period of six months.
- 2.6 (a) A member may be disciplined or expelled, or both by a special resolution of the members passed at a general meeting.
- (b) Before a member of the Society is disciplined or expelled under the bylaws or subsection (a), the society must:
- (i) Send to the member written notice of the proposed discipline or expulsion, including reasons, and
 - (ii) Give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay his current membership fee or other subscription or debt due and owing by him to the Society.

PART 3 – MEETING OF MEMBERS

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, whenever they see fit, convene an extraordinary general meeting.
- 3.4 (a) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in cases of special business, the nature of that business in sufficient detail to permit a member to form a reasoned judgment concerning that business.
- (b) 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 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.

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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 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 Bylaws, out 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 (a) 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 of voting members is not present.

- (b) The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members whichever is greatest.

- (c) 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.

4.3 If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same date 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 constitute a quorum provided there are at least 4 members present.

4.4 Subject to by-law 19, the president of the society, the 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, vice-president, or other Director present with 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 shall choose one of their number to be chairman.

4.6 (a) 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.

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- (b) 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.
 - (c) 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.
- 4.7 (a) Any resolution proposed at a meeting needs to be seconded, and the chairman of a meeting may move or propose a resolution.
- (b) 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 as a member, and the proposed resolution shall not pass.
- 4.8 (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members. The chair or two voting members may request voting by secret ballot.
 - (c) Voting by proxy is permitted as provided in Part 11.
- 4.9 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

- 5.1 (a) 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 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 the provisions of:
- (i) all laws affecting the Society,
 - (ii) these Bylaws, and
 - (iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- (b) 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 (a) The Society must have no fewer than 3 and no more than 11 directors.
- (b) The president, vice-president, secretary, treasurer and such other Directors as determined by the members shall be officers of the Society.
 - (c) An officer must be a Director and ceases to be an officer when he ceases to be a Director.
- 5.3 (a) The first Directors shall retire at the annual meeting.
- (b) The Directors shall retire at the expiration of their term, when their successors will be elected.
 - (c) A Director shall be elected at the annual general meeting for one term.
 - (d) Officers shall be elected at the annual meetings.

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- (e) Election procedures at the annual general meeting shall be determined by the members present.
 - (f) Officers shall serve for one officer term, upon election.
- 5.4 (a) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
- (b) The Directors may at any time appoint a Director to fill any officer vacancy.
 - (c) A Director so appointed holds office until the next annual general meeting.
 - (d) Any officer appointed by 5.4 (b) shall serve the unexpired officer term of the officer he is replacing.
- 5.5 (a) If a Director or officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these Bylaws.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.6 The members may by special resolution remove a Director before the expiration of his office and may elect a successor to serve to the next annual meeting.
A Director not attending three consecutive meetings without cause, may by resolution of the Directors be removed before the expiration of his office and appoint a successor to the remainder of the term.
- 5.7 No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 5.8 (a) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call.
- (b) The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
 - (c) The president shall be chairman of all meetings of the Directors unless the directors otherwise decide.
 - (d) A Director may at any time, and the secretary on the request of a Director shall, convene a meeting of the Directors.
- 5.9 (a) The Directors may delegate any, but not all, of their powers to committees consisting of such person as they think fit, and may name the committee.
- (b) 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.
- 5.10 Subject to directions of the Directors, the committee shall determine its own procedure.
- 5.11 The members of a committee may meet and adjourn as they think proper.

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5.12 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 letter, telegram, Telex or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn.

- (a) no notice of meetings 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.

5.13 (a) Questions arising at any meeting of the Directors and committee of directors shall be decided by a majority of votes.

(b) In case of an equality of votes, the chairman does not have a second or casting vote.

5.14 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.

5.15 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is valid and effective as if regularly passed at a meeting of Directors.

PART 6 - DUTIES OF OFFICERS

6.1 (a) The president shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

(b) The president is the chief executive officer of the Society.

6.2 The vice-president shall carry out the duties of the president during his absence.

6.3 The secretary 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.
- (e) Maintain the register of members.
- (f) Be permitted to use a tape recorder to record the meeting if he so desires. The tape shall be marked and saved as part of the records of that meeting.

6.4 The treasurer shall:

- (a) Keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- (b) Render financial statements to the Directors, members and others when required.

6.5 (a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

- (b) Other officers, if any, shall perform such duties as the members decide.
- (c) The Directors or members may add additional duties to any Director or officer or transfer duties among Directors or officers.

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- 6.6 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.
- 6.7 A member of the Directors shall:
- (a) Act honestly and in good faith and in the best interest of the Society;
 - (b) Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.
- 6.8 A member of the Directors 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 interest to each member of the Directors and otherwise comply with the requirements of the Society Act.
- 6.9 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;
 - (c) the date on which a person ceases to be a member.
- 6.10 The Directors shall prepare all reports, including financial reports, required by law to be prepared by the society for the annual meeting.
- 6.11 The Directors shall on behalf of the Society, file all reports that have to be filed after the annual meeting as required by the Societies Act and Income Tax Act or other laws.
- 6.12 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.
- 6.13 The Directors, on behalf of the Society, 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;
 - (c) every other transaction affecting the financial position of the Society.
- 6.14 Directors Meetings. (Board Meetings)
- (a) only members of the board (Directors Officers) have the right to attend and vote at board meetings.
 - (b) Others may attend as a privilege and not as a right.
 - (c) Visitors may take part in the discussion.
 - (d) Only directors are permitted to vote at a Directors meeting.

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PART 7 - BORROWING

- 7.1 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 such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 7.2 No debenture shall be issued without the sanction of a special resolution.
- 7.3 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 8 - AUDITOR

- 8.1 This part applies only where the Society is required or has resolved to have an auditor.
- 8.2 The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
- 8.3 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.
- 8.4 An auditor may be removed by ordinary resolution.
- 8.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 8.6 No Director and no employee of the Society shall be auditor.
- 8.7 The auditor may attend general meetings.

PART 9 - NOTICES TO MEMBERS

- 9.1 A notice may be given to a member either personally, by phone, by mail, or by electronic mail, to the member's registered address.
- 9.2 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 that the notice was properly addressed and put in a Canadian Post Office receptacle.
- 9.3 Notice of a general meeting shall be given to:
 - (a) Every member shown on the register of members on the day notice is given not less than 14 days and,
 - (b) The auditor, if Part 8 applies.
 - (c) No other person is entitled to receive a notice of general meeting.

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PART 10 - BYLAWS

- 10.1 After being admitted a member is entitled to a digital copy of the Constitution and Bylaws. A member may request and receive a paper copy of the Constitution and Bylaws upon paying the sum of \$4.00 or the applicable cost for the reproduction as determined by the Directors.
- 10.2 These Bylaws shall not be altered or added to except by special resolution; and that a voting threshold to pass a special resolution shall be 2/3 of the votes cast at a general member's meeting.

PART 11 - PROXY VOTING

- 11.1 Unless the Directors otherwise determine, the instrument appointing a proxyholder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxyholder proposes to vote; or shall be deposited with the chair of the meeting prior to the commencement of the meeting.
- 11.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no notice in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.