

# "SOCIETIES ACT"

## REVISED STATUTES OF BRITISH COLUMBIA 1960, CHAPTER 362, AND AMENDMENTS THERETO

### THE PROTECTION ISLAND RATEPAYERS ASSOCIATION

#### CONSTITUTION

1. The name of the Society is THE PROTECTION ISLAND RATEPAYERS ASSOCIATION.
2. The objects of the Society are:-
  - a) To secure improvements in the best interest of the ratepayers on Protection Island;
  - b) To promote and develop the welfare of the residents as well as the welfare of the ratepayers of the community;
  - c) To own, operate and maintain buildings and property for the betterment of the community.
3. The operations of the Society are to be carried on, on Douglas Island, otherwise known as Protection Island, Province of British Columbia.

#### BY-LAWS

1. **Membership:** The members of the Society are the subscribers of the Constitution and By-Laws, and include all other persons who agree to become members.

Membership in the Society shall be open only to those persons or corporations, or their representatives, owning property situate on Protection Island, provided that any particular piece of property shall not have more than two (2) members regardless of the number of registered owners.

A member shall be deemed to be in good standing when he has paid his current annual membership fee.

\$10.00 as of 2003

2. **Membership Dues:** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an Annual or Special General Meeting.

That upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

3. **Termination of Membership:** Members cease to be members upon ceasing to own property on Protection Island or the registered owners who they are representing cease to own property on Protection Island; and cease to be members thirty (30) days after due date for payment of dues.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his resignation.

4. **Meetings:** The annual general meeting of the Society shall be held in the City of Nanaimo, British Columbia, once in each calendar year.

Other meetings of the members, whether general or special, may be convened by order of the directors for any time and at any place in British Columbia.

Notice of the time and place of every meeting and the general nature of the business to be transacted shall be given to each member by sending the notice by prepaid post thirty (30) days before the time fixed for the holding of such meeting. Subject to the provisions of the Society Act a meeting of the members, either annual, general or special may be held at any time and place in British Columbia, without such notice. A member may be represented by proxy at any annual, general or special meeting of members. To be valid a proxy designation must be in writing and in a form acceptable, from time to time, to the directors. No public notice or advertisement of any annual general meeting, general meeting or special meeting of the Society shall be required.

At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remunerations of the auditors shall be fixed. Except where the Societies Act otherwise provides or the law otherwise requires, the members may consider and transact any business either special or



general without any notice thereof at any meeting of the members. The directors or the president or the vice-president shall have power to call at any time a special meeting of the Society. No public notice or advertisement of any annual general meeting, general meeting or special meeting of the Society, shall be required.

When under the provisions of these by-laws of the Society, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or public letterbox, in a post-paid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Society. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger.

No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purposes of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Society.

A quorum for the transaction of business at any meeting of members shall consist of not less than nine (9) members present in person or represented by proxy provided that in no case can any meeting be held unless there are five (5) members present in person.

Any meetings of the Society or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

Each member in good standing shall be entitled to one (1) vote on each question arising at any meeting of the Society. Corporations may vote through a fully authorized proxy.

5. **Officers of the Society:** The affairs of the Society shall be managed by a board of nine (9) directors, each of whom at the time of his election and throughout his term of office shall be a member of the Society. At the first annual meeting one-third of the directors will be elected for a three-year term, one-third for a two-year term and one-third for a one-year term, and thereafter, upon each set of one-third of the board being elected, the directors shall hold office for a three-year term. The election made shall be by ballot. The members of the Society may, by special resolution passed by seventy-five (75) percent of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director for just cause before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

Directors' meetings may be held at such times and at such places as the directors may from time to time determine, provided that the directors shall convene a meeting of the directors at least once in each calendar quarter. A meeting of the directors may be convened, by the president or any four (4) directors at any time. Notice of such meetings shall be communicated to each director not less than two (2) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided that meetings of the directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any director. A majority of the directors shall form a quorum for the transaction of business. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman, in addition to his original vote, shall have a second or casting vote. In the event that a director is absent for three (3) consecutive board of director meetings without demonstrating good cause; the board of directors may, by a majority vote, declare this position vacant. The board of directors shall by appointment, fill the vacancy until the next annual general meeting.

There shall be a president, vice-president, a secretary and a treasurer and such other officers as the board of directors may determine from time to time. One person may hold more than one office except the offices of president and vice-president, and no person shall hold the office of president for more than two consecutive terms. The president and vice-president shall be elected by the board of directors from among their numbers at the first meeting of the board, which shall be held within the seven (7) days following the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Society need not be members of the board and the employment of all officers shall be settled from time to time by the board.

The president shall preside at all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall preside, but if neither is present the directors present may choose one of their number to preside at the meeting. The president shall also be charged with the general management and supervision of the affairs and operations of the Society. The president with the secretary or other officer appointed by the board for the purpose shall sign all resolutions and membership certificates. During the absence or inability of the president,



his duties and powers may be exercised by the vice-president, and if the vice-president, or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

The treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Society under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the board of directors.

The secretary shall be ex-officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

Deeds, transfers, licences, contracts and engagements on behalf of the Society shall be signed by either the president or vice-president and by the secretary, and the secretary shall affix the seal of the Society to such instruments as require the same. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the president, vice-president, treasurer or by any person authorized by the board. The president, vice-president, the directors, secretary or treasurer, or any one of them or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers or shares, bonds or other securities from time to time transferred to the Society, and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointments of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, and particular instrument, contract or obligations of the Society may or shall be executed.

All cheques, bills of exchange or other orders for the payment of money, noted or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

6. **Borrowing:** The directors may borrow, or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society: provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by seventy-five (75) percent of the members of the Society present and entitled to vote at a regular or special meeting, and provided each member of the Society shall be given thirty (30) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.
7. **Audits of Accounts:** The first auditor of the Society shall be appointed by the directors and not less than one month before the date of the first annual general meeting, and any auditor so appointed shall hold office until the first annual general meeting unless previously removed by resolution, in which case the members shall at the time when the resolution is passed appoint another auditor. The members shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting. If an appointment of auditors is not made at an annual general meeting, or the annual general meeting is not held, the directors may appoint an auditor of the Society for the current fiscal year, and fix the remuneration to be paid to him by the Society for his services. The directors may fill any casual vacancy in the office of auditor, but while any such



vacancy continues, the surviving or continuing auditor or auditors (if any) may act. The remuneration of the auditors of the Society shall be fixed by resolution of the members, or, if the members so resolve, by the directors, except that the remuneration of any auditors appointed before the first annual meeting, or to fill any casual vacancy, may be fixed by the directors.

The auditors shall make a report to the members and directors on the account examined by them and on every balance-sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office, and the report shall state:

(a) Whether or not they have obtained all the information and explanations they have required, and

(b) Whether, in their opinion, the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance-sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts. The rights and duties of an auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts, and vouchers was made, or, where no audit has been made, to the date on which the Society was incorporated.

8. **Seal of the Society:** The board of directors may adopt a seal which shall be the common seal of the Society. The common seal of the Society shall be under the control of the directors, and the responsibility for its custody and use from time to time shall be determined by the directors.

9. **Alteration of By-Laws:** The by-laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society. For all purposes of the Society, "extraordinary resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to purchase the resolution as an extraordinary resolution has been duly given, such majority being seventy-five (75) percent.

10. **Books and Records of the Society:** The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept. Unless otherwise ordered by the board of directors, the fiscal year of the Society shall terminate on the 31st day of December in each year.

11. **Inspection of Books and Records:** The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

WHEREVER the singular or the masculine is used in these presents, the same shall be deemed to include the plural or the feminine, or the body politic or corporate; also the respective heirs, executors, administrators, successors and assigns of the parties hereto and each of them where the context or the party so require.

DATED at Nanaimo, in the Province of British Columbia, this 31<sup>st</sup> day of December, A.D. 1973.