

SOCIETY ACT

CONSTITUTION

The name of the Society is:

JOE RICH RATEPAYERS AND TENANT SOCIETY

The purposes of the Society are:

- a) to maintain, operate and conduct a community center and to promote the best interests of the community of the people of Joe Rich;
- b) to purchase, take on lease, hire or otherwise acquire and hold lands or buildings of any interest therein for the purpose of expanding facilities for the entertainment and amusement, athletic sports and exercise and to equip with usual and necessary adjuncts;
- c) to receive, acquire and hold gifts, donations, legacies and devices;
- d) to build up community spirit and to engage in work of moral, benevolent, charitable, philanthropic and community service nature;
- e) to engage in work of an educational, cultural and recreational nature;
- f) to promote and maintain fair and just taxation practices;
- g) to promote the interests of property owners and occupants of Joe Rich to all forms of government including Provincial, Federal, Municipal and Regional;

BY-LAWS OF JOE RICH RATEPAYERS AND TENANT SOCIETY
(the “Society”)

1. ARTICLE 1 – INTERPRETATION

1.1. In these Bylaws and the Constitution, unless the context otherwise requires:

- (a) **“Bylaws”** means the bylaws of the Society as filed with the Registrar, and as altered from time to time;
- (b) **“Act”** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (c) **“Board of Directors”** means the governing body of the Society as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the power of the Society;
- (d) **“Directors”** means the Directors of the Society for the time being, who collectively are the Board of Directors;
- (e) **“Registered Address”** of a member means the address of that person as recorded in the register of members or register of Directors;
- (f) **“Society”** means JOE RICH RATEPAYERS AND TENANT SOCIETY;
- (g) **“Ordinary Resolution”** means:
 - i. a resolution passed at a general meeting of the Society by a simple majority of votes cast by those members present and entitled to vote in person or by proxy at such meeting;
 - ii. a consent resolution submitted to all of the members in writing or by electronic means including e-mail and consented to by a simple majority of all members;
- (h) **“Special Resolution”** means:
 - i. a resolution, of which the notice required by the Act and these Bylaws has been provided, passed at a general meeting by at least 2/3 (67%) of the votes of those members of a society, who being entitled to do so, vote in person or by proxy at such a meeting; or
 - ii. a resolution submitted on 14 days’ notice, to all the members in writing or by electronic means including e-mail and consented to by 2/3 (67%) of all members;

A Special Resolution approved by any one or more of these methods is effective as though passed at a general meeting.

1.2. The definitions in the Act apply to these Bylaws, except as otherwise provided.

- 1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, then the Act or the regulations, as the case may be, prevail.
- 1.4. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.5. The operations of the Society are to be carried on in the Joe Rich Fire Protection District. This clause was previously unalterable.
- 1.6. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

2. ARTICLE 2 –MEMBERSHIP

- 2.1. The members of the Society are those persons who are or become members of the Society, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.2. A person may apply to the Board for membership in the Society, and on acceptance by the Board and payment of any applicable membership fee, if any, that person becomes a member.
- 2.3. The amount of the annual membership dues, if any, must be determined by the Board from time to time at an annual general meeting.
- 2.4. Members must renew their membership annually by either:
 - (a) submitting an annual renewal application to the Board; or
 - (b) attending the annual general meeting and confirming membership.
- 2.5. Every person is eligible for membership in the Society provided they meet the following conditions:
 - (a) being 16 years of age or more; and
 - (b) being resident or owning property in the Joe Rich Fire Protection District.
- 2.6. The Board is entitled to request evidence to confirm the age, residency and/or ownership of property in the Joe Rich Fire Protection District of potential and current members on an ongoing basis, and the Board will assess the sufficiency of such evidence at its discretion.
- 2.7. A person shall cease to be a member of the Society:
 - (a) If that person no longer resides or owns property in the Joe Rich Fire Protection District;
 - (b) by delivering his or her resignation in writing to the Secretary of the Society by mail, electronic mail, or delivering it to the address of the Society;
 - (c) if that person fails to renew their annual membership;

- (d) on his or her death or, in the case of a corporation, on dissolution of the corporation; or
 - (e) on having been a member not in good standing for twelve (12) consecutive months.
- 2.8. All members are in good standing except a member who has failed to pay his or her membership fees, or any other subscription or debt due and owing by the member to the Society, and as such the member shall not be in good standing so long as the monies remain unpaid.
- 2.9. Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.10. A voting member who is not in good standing:
- (a) may not vote at a general meeting; and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- 2.11. A voting member may be expelled by a Special Resolution of the members passed at a general meeting, and:
- (a) The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) 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 a vote.

3. ARTICLE 3 – ANNUAL GENERAL MEETING

- 3.1. The annual general meeting shall be held in accordance with the Act and in the month of September and at least once in each calendar year, unless the Board determines otherwise.
- 3.2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Board may, when they think fit, convene an extraordinary general meeting or on the requisition of 10% of the voting members.
- 3.3. Notice of a general meeting, including an annual general meeting or extraordinary general meeting shall specify the place, the date and time of the meeting.
- 3.4. Notice shall be given to all members:
- (a) by delivering notice to all members seven (7) days prior to the meeting by mail to a member's Registered Address, personal delivery, or email or text message (if provided by the member); or
 - (b) if there are two hundred and fifty (250) members or more in the Society, notice shall be given to all members twenty-one (21) days prior to the meeting by delivering notice to an email address if an email address has been provided by the member to the Society, and by posting notice on the community website

www.joerichsociety.com and the notice board located at the Community Hall (with the address of 11481 Highway 33 East).

In case of special business, the notice shall also include the general nature of that business in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

- 3.5. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business conducted at an annual general meeting, except the following:
 - (c) the adoption of rules of order;
 - (d) the consideration of any financial statements of the Society presented to the meeting;
 - (e) the report of the Directors;
 - (f) the report of the auditor, if any;
 - (g) the election of Directors;
 - (h) the appointment of the auditor, if required;
 - (i) the other business that, under these bylaws, is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 3.6. 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.
- 3.7. Quorum for the transaction of business at a general meeting or extraordinary meeting is ten (10) voting members of the Society.
- 3.8. If, within thirty (30) minutes from the time scheduled for holding a general meeting, a quorum of voting members is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time scheduled for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.9. If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present. If, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.
- 3.10. Subject to bylaw (10) in this Article 3, the chairperson of the Society or, in the absence of the chairperson, one of the other Directors present, must preside as chairperson of a general meeting.
- 3.11. If at a general meeting

- (a) there is no chairperson or other Director present within fifteen (15) minutes after the time scheduled for holding the meeting; or
 - (b) the chairperson and all the other Directors present are unwilling to act as the chairperson, then the voting members present must choose one (1) of their number to be the chairperson.
- 3.12. Meeting Adjournment
- (a) A chair of a general meeting may, or, if so directed by the voting members at the meeting, may, adjourn the meeting from time to time and from place to place, but no new business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.
 - (b) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting, except that, when a general meeting is adjourned for ten (10) days or more, notice of the continuation of the adjournment meeting must be given.
- 3.13. A resolution proposed at a meeting need not be seconded, and the chairperson of a meeting may move or propose a resolution.
- 3.14. In the case of a tie vote/equality of votes, the President only will have a casting or second vote in addition to the vote to which he or she may be entitled as a voting member and the proposed resolution may pass.
- 3.15. A member in good standing present at a meeting of members is entitled to one (1) vote.
- 3.16. A member not in good standing is not entitled to vote.
- 3.17. Voting is by show of hands.
- 3.18. Voting by proxy is not permitted.

4. ARTICLE 4 – DIRECTORS

- 4.1. The voting Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
 - (b) these Bylaws;
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society at a general meeting; and
 - (d) the current Operating Agreement between the Regional District of the Central Okanagan (RDCO) and the Society and any amendments thereto.
- 4.2. No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

- 4.3. The number of Directors must be a minimum of four (4) and a maximum of eight (8), or a greater number as determined from time to time at a general meeting.
- 4.4. The elected Directors shall hold office, subject to these by-laws, as follows:
 - (a) the President's term of office is two (2) years;
 - (b) the Vice President's term of office is two (2) years;
 - (c) the Secretary's term of office is two (2) years;
 - (d) the Treasurer's term of office is two (2) years;
 - (e) the Joe Rich Fire Hall Honorarium non-voting Director's term of office is one (1) year;
 - (f) additional directors shall be elected to either one (1) or two (2) year terms at the discretion of the Board;
 - (g) no director shall hold the same position in office for more than two (2) consecutive terms; and
 - (h) any Director who ceases to be a member of the Society shall cease to be a member of the Board.
- 4.5. An election of the Directors may be at a general meeting by acclamation; otherwise it must be by ballot.
- 4.6. The Directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy in the Board.
- 4.7. If a Director resigns his or her office or otherwise ceases to hold office, the remaining voting Directors may appoint a member to take the place of the former Director. A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.8. An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.
- 4.9. The members may, by special resolution at a general meeting, remove a Director before the expiration of his or her term of office and may elect a successor to complete the term of office.
- 4.10. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society. The Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

5. ARTICLE 5 - PROCEEDINGS OF DIRECTORS

- 5.1. The Directors may meet together at such places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, on any notice and in any manner convenient to the Directors in accordance with the Act.

- 5.2. The Board of Directors shall conduct its business by and through consensus of the voting Directors. The consent of the majority of the voting Directors present is required for any decision of the Board. In the event of a tie vote, the President is entitled to cast a tie-breaking vote.
- 5.3. The chairperson is the President or Vice-President, and shall be the chair of all meetings of the Directors, but if the chairperson is not present at a meeting within thirty (30) minutes after the time scheduled for holding the meeting, the Directors present may choose one (1) of their number to be the chairperson at that meeting.
- 5.4. A Director may at any time, and the Secretary may on the request of a Director, convene a meeting of the Directors.
- 5.5. The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 5.6. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held at the next meeting of Directors after it has been done.
- 5.7. A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the voting Directors present who are members of the committee must choose one (1) of their number to be the chairperson of the meeting.
- 5.8. The Directors who are members of a committee may meet and adjourn as they think proper.
- 5.9. Quorum for the transaction of business at Directors' meetings is 67% (2/3) of the voting Directors present.
- 5.10. A resolution proposed at a meeting of Directors need not be seconded, and the chairperson of a meeting may move or propose a resolution.
- 5.11. Directors may vote by electronic means, including e-mail, as they think fit.
- 5.12. A resolution in writing, signed by all the Directors and placed with the minutes, is as valid and effective as if regularly passed at a meeting of Directors.

6. ARTICLE 6 – DUTIES OF THE BOARD

- 6.1. The President shall be the Chief Executive Officer of the Society and shall preside as chairperson at all meetings and shall supervise the other Directors in the execution of their duties.

- 6.2. The Vice-President shall carry out the duties of the President during his/her absence and assist the President as requested.
- 6.3. The Secretary shall:
- (a) conduct the correspondence of the Board;
 - (b) issue notices of general meetings of the Society and of Directors' meetings;
 - (c) take minutes of general meetings and Directors' meetings;
 - (d) have custody of all records, including a register of the names and addresses of members and a list of members not in good standing, and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society, if any; and
 - (f) file the annual report of the Society and making any other filings with the registrar under the Act.
- 6.4. The Treasurer shall:
- (a) keep the financial records of the Society, including books of account and records of receipts and expenditures as necessary to comply with the Act;
 - (b) render financial statements to the Directors, members and others when required;
 - (c) send out and collect accounts;
 - (d) report to the member's statement of receipts and expenditures at the Annual General Meeting;
 - (e) compile the Annual Regional District budget for the operation of the Joe Rich Community Hall, which budget will be presented for approval by the Society at the Annual General Meeting; and
 - (f) such other duties as the Board may from time to time determine.
- 6.5. There shall be one (1) Director position open to a Joe Rich Fire Department representative who may hold an honorarium non-voting Director position on the Board. Such Director will be entitled to contribute expertise and input, but shall not have a vote at any proceedings of the Board and is not able to exercise powers otherwise allocated to the Directors of the Society. Such Director's attendance at a Board meeting will count towards the establishment of quorum.
- 6.6. The two (2) other Directors shall carry out such duties as the Executive or Society may from time to time determine.

7. ARTICLE 7 – EXERCISE OF BORROWING POWER

- 7.1. For the purposes of carrying out the purposes and objectives of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such manners as they decide. However, debentures shall not be issued without the sanction of a special resolution.

8. ARTICLE - AUDITOR

- 8.1. This section 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 must also fill all vacancies occurring in the office of auditor.
- 8.3. At each annual general meeting the Society, the Directors must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 8.4. If a successor is not elected, the person previously elected or appointed continues to hold the office of the auditor.
- 8.5. An auditor may be removed by ordinary resolution before the expiration of the auditor's term of office in accordance with the Act.
- 8.6. An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 8.7. No Director or employee of the Society shall be auditor.
- 8.8. The auditor may attend general meetings.

9. ARTICLE 9 - SIGNING AUTHORITY

- 9.1. A contract or other record to be signed by the Society must be signed on behalf of the Society:
 - (a) by the President, together with one (1) other Director;
 - (b) if the President is unable to provide a signature, by the Vice-President together with one (1) other Director;
 - (c) if the President and Vice-President are both unable to provide signatures, by any two (2) other Directors; or
 - (d) in any case, by one (1) or more individuals authorized by the Board of Directors to sign the record on behalf of the Society.

10. ARTICLE 10 – SEAL FOR THE SOCIETY

- 10.1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.2. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

11. ARTICLE 11 – AMENDMENT OF BY-LAWS

11.1. The by-laws of the Society shall not be altered or added to except by special resolution and at any General Meeting. Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the registrar in accordance with the Act.

12. ARTICLE 12 – RULES OF PROCEDURE

12.1. The rules of procedure as set in Robert’s Rules of Order shall be followed at all meetings of the Society save where provisions of same are inconsistent with the Constitution and Bylaws of the Society, and in such cases the latter shall be followed.

Dated the _____ day of _____, 2018

JOE RICH RATEPAYERS AND TENANT SOCIETY By its authorized signatory(ies):

Witness Signature

Print Witness Name

Witness Signature

Print Witness Name

Per: _____

Print Director Name

Per: _____

Print Director Name