

Secondary Draft - JRRATS 2020 Proposed Constitution & Bylaws

Secondary Draft officially presented to the JRRATS on 11/13/19 as follows:

The Constitution is proposed to remain as is and would not be changed.

The name of the Society is JOE RICH RATEPAYERS AND TENANTS SOCIETY

The purposes of the Society are:

- a. to maintain, operate and conduct a community centre and to promote the best interests of the community for 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 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 interest of property owners and occupants of Joe Rich to all forms of government including Provincial, Federal, Municipal and Regional.

JRRATS 2020 Proposed Bylaws

BY-LAWS OF JOE RICH RATEPAYERS AND TENANTS SOCIETY

(the “Society”)

1. ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

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

- (a) **“Act”** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;

- (b) **“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 as directed by the Membership.
- (c) **“Bylaws”** means the bylaws of the Society as filed with the Registrar, and as altered from time to time.
- (d) **“Committees”**
- i. **“Board Committees”** means Committees formed, from time to time, by the Board that work collectively at the direction of the Board of Directors;
 - ii. **“Society Community Committees”** means Committees formed, from time to time, by the Members that report to and are accountable to the Membership.
- (e) **“Directors”** means the Directors of the Society, for the time being, who collectively are the Board of Directors;
- (f) **“Officers”** means the Executive Officers and Executive Committee Members of the Society;
- (g) **“Registered Address”** of a Member means the address of that person as recorded in the register of Members or register of Directors;
- (h) **“Resolutions”**
- i. **“Ordinary resolution”** means:
 - a. 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;
 - b. A consent resolution submitted to the Membership in writing or e-mail and consented to by 2/3 (67%) of all Members present.
 - ii. **“Special Resolution”** means:
 - a. 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,

- b. A resolution submitted on 14 days notice, to the Membership in writing or by e-mail, whichever is on record as being designated by the Members and consented to by 2/3 (67%) of all Members present;
- c. A Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting.

(i) **“Society”** means JOE RICH RATEPAYERS AND TENANTS SOCIETY:

- i. The President is the Chief Executive Officer of the Society;
- ii. The Vice President, Treasurer and Secretary are to be considered Executive Officers of the Society.

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.

1.5. 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.

1.6. “Member of Good Standing”

A Member not in good standing is one who, after being sent notice via registered mail, providing 30 days notice to rectify the transgression(s):

- (a) Has not paid applicable Membership fees;
- (b) Has a financial debt with the Society that remains outstanding;
- (c) Has Society property, records, documents, or holdings in their possession;

(d) Through having access to confidential and or private information has breached the confidentiality of the Society and or Member(s).

2. ARTICLE 2 – MEMBERS

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. Any person is eligible for Membership in the Society provided they meet the following conditions:

- (a) Being nineteen (19) years of age or more; and,
- (b) Is a Canadian citizen or legal landed immigrant; and,
- (c) Being resident or owning property in the Joe Rich Fire Protection District for a minimum of three (3) months.

2.3. The amount of the annual Membership dues, if any, must be determined by the Membership from time to time at an Annual General Meeting.

2.4. A person, who is eligible, may become a Member by either:

- (a) Submitting a Membership form to the Society and being put on the Members roster; or,
- (b) Submitting a letter or email or Membership form to the Society or Society Designated Individual(s); or,
- (c) Submitting an electronic Membership form to the Society or Society Designated Individual(s).

2.5. The Society or Society Designated Individual is entitled to request evidence to confirm the age, residency and/or ownership of property in the Joe Rich Fire Protection District of any pending and current Members.

2.6. 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) On his or her death;

(d) On having been a Member not in good standing for twelve (12) consecutive months.

2.7. Every Member must uphold the constitution of the Society and must comply with these Bylaws.

2.8. A 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.

2.9. A voting Member may be expelled by a Special Resolution and passed at a General Meeting;

(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 March and at least once in each calendar year, unless the Membership determine otherwise.

3.2. Every General Meeting, other than an Annual General Meeting, is an extraordinary General Meeting.

3.3. Notice of a General Meeting, including an Annual General Meeting or extraordinary General Meeting shall specify that the meeting shall take place at the Joe Rich Community Hall and, the date and time of the meeting.

3.4. Notice shall be given to all Members:

(a) By delivering notice to all Members fourteen (14) days prior to the meeting by mail to a Member's Registered Address, personal delivery, or, if provided and directed by the individual Member, via email;

- (b) Notice of meetings must be posted on the Joe Rich Community website calendar and predominantly featured on the Joe Rich Community website home page, predominately featured on any relevant Social Media venues, posted on the Community Mailbox boards and other designated Community signs, if available;
- (c) 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 by post mail or to an email address if an email address has been provided by the Member to the Society, and by posting notice on the Joe Rich Community website and the Notice Board located at the Joe Rich Community Hall with the address of 11481 Highway 33 East.

4. ARTICLE 4 – NOTICE OF GENERAL MEETINGS

4.1. Written notice of the date, time and location of a General Meeting must be sent to every Member of the Society at least fourteen (14) days before and not more than sixty (60) days before the meeting.

4.2. Notice of a General Meeting of a Society that has more than 250 Members is, if permitted by the bylaws, deemed to have been sent under subsection 4.1 if:

- (a) Notice of the date, time and location of the meeting has been sent to every Member of the Society who has provided a mailing address to the Society, or has indicated preferring notice by email to that email address; and,
- (b) Notice of the date and time of the General Meeting being held at the Joe Rich Community Hall:
- i. Is posted at least fourteen (14) days before the General Meeting on the Joe Rich Community website, Society and Community Signage and Notice Boards, Joe Rich Community Social Media venues, if available.

4.3. The Society shall have at least five (5) General Meetings per twelve (12) month calendar year.

4.4. The accidental omission to send notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at the meeting. 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.

4.5. Special business is:

(a) All business at an extraordinary General Meeting except the following:

- i. The adoption of rules of order;
- ii. The consideration of any financial statements of the Society presented to the Meeting;
- iii. The report of the Directors;
- iv. Reports from Board Committees, Society Community Committees, Joe Rich Fire Department and Central Okanagan Regional District Electoral Area East Director;
- v. Any other business that, under these bylaws, is brought under consideration by the report of the Directors issued with the notice convening the Meeting.

(b) All business conducted at an Annual General Meeting, except the following:

- i. The adoption of rules of order;
- ii. The consideration of any financial statements of the Society presented to the Meeting;
- 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;
- vii. Reports from Board Committees, Society Community Committees, Joe Rich Fire Department and Central Okanagan Regional District Electoral Area East Director;
- viii. Any other business that, under these bylaws, is brought under consideration by the report of the Directors issued with the notice convening the Meeting.

4.6. 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.

4.7. Quorum for the transaction of business at a General Meeting or Extraordinary General Meeting is ten (10) voting Members of the Society.

4.8. If, within fifteen (15) 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 fifteen (15) 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.

4.9. 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.

4.10. The President of the Society or, in the absence of the President, one of the other Directors present, must preside as Chairperson of a General Meeting.

4.11. 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 the Members to be the Chairperson.

4.12. Meeting Adjournment:

- (a) The Chairperson of a General Meeting, or, if so directed by the voting Members at the meeting, may adjourn the meeting from time to time, 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.

4.13. In the case of a tie vote the Chairperson only shall have a casting vote and the proposed resolution may pass.

4.14. A Member in good standing present at a General Meeting is entitled to one (1) vote.

4.15. A Member not in good standing is not entitled to vote.

4.16. Voting is by recorded show of hands with the exception of: Elections, Special Resolutions, Constitution and or Bylaw changes and or additions, Disciplinary Action, Annual Financials and Budget Approvals which will be done by ballot.

4.17. Voting by proxy will be permitted under the following conditions:

- (a) Elections;
- (b) Constitution and or Bylaw changes and or additions;
- (c) Annual Financial and Budget Approvals;
- (d) Special Resolutions;
- (e) Disciplinary Action.

4.19. Voting by proxy will be conducted as follows:

- (a) All proxy votes shall be made in writing and received as indicated and directed in the notice pertaining to the vote no later than three (3) days (72 hours) prior to the vote taking place;
- (b) Should a proxy be received by a Member and said Member be present at a meeting the proxy document shall be considered null and void and the Member must cast a vote during the proceedings;

- (c) It is up to the individual Member to ensure that proxies are completed as directed and received as directed in the notice of the vote. Any proxies received that are not provided as directed shall be considered null and void;
- (d) All proxy voting shall be conducted using the specified proxy vote ballot form provided by the Society and will accompany all meeting notices where proxy voting is permitted.

5. ARTICLE 5 – DIRECTORS

5.1. The Directors shall have no special powers and shall perform only the duties as approved by the Membership and will adhere to;

- (a) all laws affecting the Society
- (b) these Bylaws
- (c) All contracts and agreements entered into by the Society

5.2. A Director of the Society shall:

- (a) Act honestly and in good faith and in the best interests of the Society; and,
- (b) Exercise the care, diligence and skill of a reasonably prudent person, in exercising his powers and performing his functions as a Director; and,
- (c) Conduct themselves in a manner that reflects the Society Constitution and Bylaws.

5.3. The number of Directors must be a minimum of six (6) and a maximum of ten (10) or a greater number as determined by the Members, from time to time, at a General Meeting.

5.4. 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) Additional Directors shall be elected to either one (1) or two (2) year terms at the discretion of the Membership;

(f) No Director shall hold the same position in office for more than two (2) consecutive terms; and,

(g) Any Director who ceases to be a Member of the Society shall cease to be a Member of the Board.

5.5. An election of the Directors may be at an annual General Meeting by acclamation; otherwise it must be by ballot.

5.6. The Directors may, at any time and from time to time, appoint a Member as a Director to fill a vacancy in the Board, only for the period of time to fill that vacancy until the next election process takes place.

5.7. 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.

5.8. An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office providing the act or proceeding is approved by the Membership.

5.9. The Membership 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.

5.10. Directors and Executive Officers shall serve without remuneration but a Director or Officer shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Membership.

5.11. A Director, or person(s) or business, related or associated to said Director, may not be employed or hold a paid contract with the Society for a period of twenty-four (24) months after resigning from their position as a Director.

5.12. The Board of Directors shall establish Conflict of Interest policies and procedures to govern the participation of the Directors in its decision making, which will be approved by the Membership.

5.13. The Society, through an act of the Directors, must purchase and maintain general liability insurance in such amounts and to such limits as the Members deem expedient against any and all actions, causes of action, suits, debts, contracts, claims, costs, expenses, compensation, demands, damages, and liabilities of every kind and nature whatsoever, whether in law or in equity or by statute, and how so ever arising out of any person acting as an officer, Director or Committee Member of the Society, unless negligence proven.

5.14. The Society will have in place policies and procedures, approved by the Membership, that ensure all Director Elects qualify as a Directors in accordance with the Societies Act.

5.15. All Directors of the Society shall within fourteen (14) days upon election or acclamation to the Board comply with requirements by the Society Act and in accordance with the Criminal Record Review Act.

(a) In the event a Director or Director elect refuses or otherwise fails to provide such consent, the Director is automatically expelled from the Board of Directors without notice.

6. ARTICLE 6 – PROCEEDINGS OF DIRECTORS

6.1. The Directors shall meet at the Joe Rich Community Hall 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. The Meetings of the Board of Directors shall be held regularly at least six (6) times each year.

- (a) The first Directors Meeting following the Annual General Meeting shall be designated the Inaugural Meeting of the Board of Directors.
- (b) The newly elected Directors at the Annual General Meeting shall take office as of the Inaugural Meeting.
- (c) A Board of Directors Meeting may be called by the President or by any 2 other Directors.
- (d) All Meetings held by the Board of Directors, with the exception of in camera Meetings, must provide notice to the Members on the Society Calendar of Events, Joe Rich Community website and Social Media venues at least seven (7) days prior to convening.
- (e) All Meetings held by the Board of Directors, except for in camera Meetings, are open to any Member who wishes to attend to observe the meeting, but not participate, unless acknowledged by the Chair.
- (f) Minutes from all Meetings, except for in-camera Meetings, held by the Board of Directors will be made available to the Members in approved or unapproved form. Minutes of the Directors Meetings are to be approved by the Directors and are considered part of the Society's Official Records.
- i. All Society Meeting Minutes shall be posted and noted as "Pending Approval" to the Society Website within ten (10) days of the meeting conclusion;
 - ii. All approved Society Meeting Minutes shall be posted on the Society Website within ten (10) days of the meeting conclusion.
 - iii. All Society Meeting Minutes, "Pending Approval" shall be included with Notice of Society Meetings as per these Bylaws.
- (g) In-camera Meetings are to be held only for disciplinary purposes or in extreme cases of privacy.

(h) In case of an extreme emergency or severe inclement weather - two (2) telephone conference calls or Internet meeting venue methods may be convened per twelve (12) month period unless otherwise approved by the Membership.

6.2. The Directors shall conduct their business by and through a 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.

6.3. 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 fifteen (15) minutes after the time scheduled for holding the Meeting, the Directors present may choose one (1) of the Directors to be the Chairperson at that Meeting.

6.4. A Director may be appointed by the President to act as a non-voting liaison to Society Community Committees formed through the Members if agreed to by said Society Community Committee.

6.5. A quorum for the transaction of business at Directors' Meetings is 67% (2/3) of the voting Directors present. A minimum quorum is to be 5 Directors.

6.6. In special circumstances where a Board of Directors Meeting cannot take place and the matter is time-sensitive. Directors may vote by electronic means, through documented and recorded email and may take place up to four (4) times within the Society's fiscal year.

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

7. ARTICLE 7 – DUTIES OF THE BOARD

7.1. 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:

- (a) Shall remain unbiased and shall not vote on any issues with the exception of casting one final vote only in the case of a tie vote;
- (b) Execute all Meeting Agendas and Board/President's Reports which will be included in the Meeting Notice;
- (c) Shall appoint to any Committees formed by the Board, known as Board Committees;
 - i. A Director to preside as a non-voting Chairperson of any Board Committee; or,
 - ii. A Society Member to preside as a Chairperson to any Board Committee(s); or,
 - iii. A Director to act as a non-voting Board liaison to any Board Committee(s).
- (d) Shall appoint a Director to act as a non-voting Board liaison to any Society Community Committee formed by the Members, providing said Society Community Committee agrees.

7.2. The Vice-President shall carry out the duties of the President during his/her absence and assist the President as requested.

- (a) Issue notices of General Meetings of the Society and of Directors' Meetings,
- (b) Have custody of the common seal of the Society, if any, and,
- (c) File the annual report of the Society and making any other filings, upon approval of the Membership, with the registrar under the Act.

7.3. The Secretary shall:

- (a) Conduct all the correspondence of the Board;
- (b) Take minutes of all Society General Meetings and Directors' Meetings;
 - i. Audio recordings of meeting proceedings are permitted providing Minutes are transcribed in writing, within 10 days of the meeting conclusion, and presented to the Membership as Pending Approval Minutes;
 - ii. All Society Meeting Minutes, including Director Meeting Minutes, Approved and or Unapproved Drafts/Pending Approval, are considered Society property and will be distributed out with Society Meeting Notices;

(c) Have custody of all records, including a register of the names and addresses of Members, a list of Members not in good standing, and documents of the Society except those required to be kept by the Treasurer.

7.4. 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, Membership and others when needed and sent out with notice of Meetings at least (fourteen) 14 days prior to each General Meeting;
- (c) Send out and collect accounts;
- (d) Report to the Members a written statement of receipts and expenditures at the Annual General Meeting;
- (e) Ensure all receipts of the Society are deposited in a Chartered Bank, Credit Unions and or other Financial Institutions as approved by the Membership;
- (f) In consultation with the Membership, invest any of the Society's surplus funds in sound, secure assets;
- (g) Compile a detailed and inclusive annual budget for JRRATS which will include and be defined by the annual Regional District of Central Okanagan budget for the operation of the Joe Rich Community Hall, the budget will be presented for approval by the Society at the Annual General Meeting; and,
- (h) Such other duties as the Board and or Membership may from time to time determine.

7.5. The remaining Directors shall carry out such duties as the Board and or Membership may from time to time determine.

7.6. The Board of Directors may make policy for its own operation and for Staff, Contractor and or Volunteer guidance and direction and must present said policy for Membership approval.

7.7. The Membership shall have absolute discretion to determine how funds are raised and may, through the Board of Directors or other individual approved/appointed by the Membership, apply to government or charities or not-for-profit organizations for donations or financial assistance on such terms as the Membership may in its absolute discretion determine.

8. ARTICLE 8 – COMMITTEES

8.1. The Board of Directors shall form, from time to time and as needed, Committees to carry out the work of the Society and these will be referred to as Board Committee(s);

(a) Board Committees shall be chaired by a Director or Society Member appointed by the President.

(b) If a Board Committee is not chaired by a Director, a Director shall be appointed by the President to act as a non-voting Board liaison to the Committee.

(c) Board Committees shall submit Annual Reports to the Society at every Annual General Meeting and shall submit reports at meetings from time to time as needed or requested.

(d) Board Committees act at the direction of the Board of Directors.

8.2. The Society shall from time to time form Society Community Committees voted in by the Members;

(a) Society Community Committees are accountable to the Membership and

i. Identify as serving specific needs, interests or tasks for the Members and or the Joe Rich Community,

ii. Are recognized as encouraging and nurturing involvement in the Society and or the Joe Rich Community.

(b) Society Community Committees, when initially established, shall elect a Chairperson from those Members involved in the struck Committee.

(c) Society Community Committees shall submit an Annual Report to the Society at the Annual General Meeting and from time to time submit reports at meetings as needed or requested.

(d) Recognized Society Community Committees are, but not limited to: Joe Rich Animal Registry Committee, Joe Rich Block Watch\Safety Committee, Joe Rich Equine Community Committee, Joe Rich Forestry and Trails Committee, Joe Rich Road Improvement Committee and Joe Rich Watershed Committee, Governance Committee.

(e) A Director, if agreed to by said Society Community Committee, may be appointed by the President to act as a non-voting Board liaison to Society Community Committees formed.

9. ARTICLE 9 – EXERCISE OF BORROWING POWER

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

10. ARTICLE 10 – AUDITOR and INSPECTION OF BOOKS

10.1. This section applies only where the Society is required or has resolved to have an auditor.

10.2. The first auditor shall be appointed by the Directors who must also fill all vacancies occurring in the office of the auditor.

10.3. 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.

10.4. If a successor is not elected, the person previously elected or appointed continues to hold the office of the auditor.

10.5. An auditor may be removed by ordinary resolution before the expiration of the auditor's term of office in accordance with the Act.

10.6. An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.7. No Director or employee of the Society shall be the auditor.

10.8. The auditor may attend General Meetings.

10.9. The books and or financial records of the Society, are considered open Society property and may be inspected by a Member or Director of the Society, in a timely manner, at the Joe Rich Community Hall and as agreed to by both the inquiring Member or Director, and the Board of Directors or by way of electronic submission.

11. ARTICLE 11 – SIGNING AUTHORITY

11.1. 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 Membership to sign the record on behalf of the Society;
- e) No signing individuals shall be related in any way, through marriage, partnership, business and or otherwise or be living in the same residence or on the same property;
- f) Any and all signatory Officers, Directors and or individuals will be recorded and reported to the Society Membership.

12. ARTICLE 12 – SEAL FOR THE SOCIETY

12.1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

12.2. The common seal shall be affixed only when authorized by a resolution of the Membership 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.

13. ARTICLE 13 – AMENDMENT OF BY-LAWS AND CONSTITUTION

13.1. The Bylaws or Constitution of the Society shall not be altered or added to except by Special Resolution 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.

14. ARTICLE 14 – RULES OF PROCEDURE

14.1. 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.

15. ARTICLE 15 – PROVISIONS OF THE SOCIETY

15.1. The operations of the Society are to be carried on in the Joe Rich Fire Protection District. **This provision was previously unalterable.**

Dated the _____ day of _____, 2020

JOE RICH RATEPAYERS AND TENANTS

SOCIETY By its authorized signatory(ies):

Per:

Witness Signature

Print Witness Name Print Director Name

Per:

Witness Signature

Print Witness Name Print Director