

SOCIETIES ACT

CONSTITUTION

1. The name of the society is SALMAR COMMUNITY ASSOCIATION (the "Society").
2. The purposes of the Society are to:
 - a.) purchase, develop, construct, improve and maintain land, buildings, equipment and other facilities in the City of Salmon Arm (the "Facilities") and to operate the Facilities as a venue for providing entertainment;
 - b.) utilize surplus monies derived from the operation of the Facilities to provide financial support to community not-for-profit activities in the City of Salmon Arm and adjacent communities, including cultural, educational, artistic, dramatic, social or recreational pursuits;
 - c.) make the Facilities available, in conjunction with its operations, for public not-for-profit use by community groups or individuals;
 - d.) provide scholarships, grants and other awards to students enrolled in secondary or post secondary institutions in the City of Salmon Arm and adjacent communities; and
 - e.) do all things reasonably necessary or incidental for carrying out its operations, including:
 - i) borrowing and securing the repayment of monies in such manner as it may see fit;
 - ii) entering into such contracts or other agreements with third parties as may be required;
 - iii) applying for and maintaining all required permits and licenses from all levels of government; and
 - iv) engaging managers and other employees as may be required.

E: Salmar Draft Constitution

Bylaws of SALMAR COMMUNITY ASSOCIATION (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, will prevail.

PART 2 – MEMBERS

Application for membership

2.1 Any person may apply for membership in the Society by making application in the form prescribed by the Board and the person becomes a member on acceptance of that application and payment of membership dues.

2.2 For the purposes of this Part 2 of these Bylaws, only individuals who are nineteen (19) years of age or older will be admitted as members of the Society.

Amount of membership dues

2.3 The membership dues are twenty five dollars (\$25.00), or such other amount as the Board shall determine from time to time, and are non-refundable.

Duties of members

2.4 Every member must comply with the constitution of the Society and these Bylaws.

Voting Restriction

- 2.5** Any new member of the Society will not be entitled to vote at any general meeting held within thirty (30) days of that person's application for membership in the Society.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** Any general meeting of the Society, including the annual general meeting, will be held at the time and place determined by the Board.

Notice of general meeting

- 3.2** Notice of a general meeting stating the date, time and location of the meeting will be deemed to have been sent in accordance with the Act if:
- (a) such notice is sent by e-mail to the e-mail address provided by each member of the Society at least thirty-five (35) days before the date of the meeting; and
 - (b) such notice is published at least once in the *Salmon Arm Observer* or the *Shuswap Market News*, or some other similar publication with circulation in and about the City of Salmon Arm, in each of the five (5) weeks immediately before the meeting, or is posted on the website maintained by and accessible to all the members of the Society commencing at least thirty-five (35) days before the meeting and ending on the date of the meeting.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail, including the text of any special resolution, to permit a member receiving the notice to form a reasoned judgement concerning that business.

Ordinary business at general meeting

- 3.4** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any; and
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Chair of general meeting

3.5 At any general meeting of the Society, the president will preside as chair of the meeting unless absent or unable to proceed, in which case the vice-president or, alternatively, any one of the other directors present, as elected by the voting members who are present, will preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present will elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is twenty (20) voting members or ten per cent (10%) of the voting members, whichever is lesser.

Lack of quorum at commencement of meeting

3.9 If, within twenty (20) minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
- (b) 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 twenty (20) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 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 or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for twenty-one (21) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by show of hands by or on behalf of the voting members except:

- (a) if, before or after such vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot; or

(b) if voting is required for the election of directors, such voting must be by secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Participation at general meetings

3.18 Members of the Society may only participate in or vote at meetings in person and will not be entitled to make use of telephone, email or any other electronic means of communication for those purposes.

Participation by chair

3.19 The chair of any meeting of the Society may propose and vote on any resolution but will not have a second or casting vote.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society will have nine (9) directors.

Term of appointment of directors

4.2 All directors of the Society will serve for a term of three (3) years ending on the third annual general meeting following their election or appointment and, in any given year, members entitled to vote at the annual general meeting will elect or appoint three (3) directors to the Board.

Director qualification

4.3 In addition to the requirements stated in the Act, no individual will be nominated for election or appointment as a director who has not been a member of the Society for at least one (1) year prior to the date of the annual general meeting at which the election or appointment will take place. All nominations for the position of director must be made and seconded by persons who have been members for at least the same period of time and

must be received in writing by the secretary of the Society no fewer than twenty one (21) days prior to the annual general meeting. The Board may separately nominate individuals as prospective directors of the Society, subject to the restrictions set out herein.

Deemed appointment

4.4 In the event that no more than three (3) individuals are nominated for vacancies on the Board prior to any annual general meeting of the Society, those individuals will be deemed to be appointed to the Board.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, subject to the restrictions set out in paragraph 4.3 of these Bylaws, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.6 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.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any two (2) other directors.

Notice of directors' meeting

5.2 At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they deem fit, including the use of telephone, e-mail or any other electronic means of communication.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is six (6) directors.

Proceedings at Board meetings

5.6 At any meeting of directors, voting will be by show of hands and all questions arising will be decided by majority vote.

Consent resolutions

5.7 A motion consented to in writing, signed by all the directors and placed with the minutes of directors' meetings, is as valid and effective as if passed by a majority of directors at a regular meeting.

PART 6 – OFFICERS AND DUTIES OF OFFICERS

Election or appointment of officers

6.1 The directors will, at their first meeting following the annual general meeting of the Society, elect or appoint officers consisting of a president and a vice-president, who are directors, and a secretary and a treasurer, who are members but who may or may not be directors, all of whom will hold office until the next ensuing annual general meeting.

Methods of voting

6.2 Notwithstanding the provisions of section 5.6, if a vote is required is required for the election of officers, such vote will be by secret ballot.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or from the operations of the Society;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) preparing and filing the Society's tax returns.

PART 7 – FINANCE, BORROWING AND EXPENDITURES

Financial Statements

7.1 The Society will, within sixty (60) days of its fiscal year end, engage an external firm of chartered professional accountants to prepare an annual financial statement consisting of a balance sheet, a statement of income and a statement of changes in financial position. The financial statement will be approved and signed on behalf of the Society by two (2) directors for presentation at the annual general meeting in each year.

Exercise of Borrowing Powers

7.2 The Society may, subject to the Act and these Bylaws and with the approval of the members of the Society by way of special resolution passed at a general meeting, borrow monies in any amount in excess of fifty thousand (\$50,000) dollars and grant security for repayment of such monies in such manner as may be appropriate or required.

Extraordinary Expenditures

7.3 With the exception of expenditures incurred in the normal course of business such as wages, salaries, taxes and insurance premiums or expenditures required to maintain, repair or replace the assets of the Society, the Board will not undertake any capital expenditure, commitment or obligation in excess of fifty thousand (\$50,000) dollars without the approval of the

members of the Society by way of special resolution passed at a general meeting.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

8.1 These Bylaws do not permit the Society to pay remuneration to a director for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

8.2 Any contract, cheque, note or other instrument drawn in the name of the Society must be signed on behalf of the Society by any two (2) of the directors or officers.

PART 9– DISSOLUTION

9.1 On dissolution or winding up, all the remaining assets of the Society, after payment of its liabilities, will be paid to the Shuswap Community Foundation (the "Foundation") to establish the SALMAR COMMUNITY ASSOCIATION ENDOWMENT FUND (the "Fund"). Income from the Fund will be disbursed annually to award grants, at the discretion of the directors of the Foundation, to charitable organizations operating in the City of Salmon Arm. This paragraph may only be altered by a special resolution approved by three quarters (3/4) of the members of the Society present at a general meeting.