

New Fall
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Golden and Area Community Economic Development Society

Form 3 - SOCIETY ACT

Constitution

1. The name of the society is **Golden and Area Community Economic Development Society**.
2. The purposes of the society are:
 - (a) to promote and provide community economic development services in the Town of Golden and Electoral Area A of the Columbia Shuswap Regional District;
 - (b) to promote the stabilization, stimulation and diversification of the economy in the Town of Golden and Electoral Area A of the Columbia Shuswap Regional District;
 - (c) to assist and support businesses and economic development organizations in the Town of Golden and Electoral Area A of the Columbia Shuswap Regional District;
 - (d) to market, promote, coordinate and manage all services described in the Society's purposes; and
 - (e) to do all other things as are incidental or conducive to the attainment of the purposes of the society.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 — Interpretation

1. (1) in these bylaws, unless the context otherwise requires:
 - "directors" means the directors of the society for the time being;
 - "electoral area director" means the person elected from time to time as Electoral Area Director of Electoral Area A of the Columbia Shuswap Regional District;
 - "*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it; and
 - "registered address" of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members
4. Except for the applicants for incorporation of the society, membership in the society shall be limited to the following persons who may apply to the directors for membership and on acceptance shall be a member:
 - (a) the Town of Golden;
 - (b) the person holding the position of the Administrator of the Town of Golden from time to time;
 - (c) the person holding the position of Administrator of the Columbia Shuswap Regional District from time to time; and
 - (d) the electoral area director.

5. Every member must uphold the Constitution and comply with these bylaws.
6. There shall be no annual membership dues.
7. A member may not be expelled and ceases to be a member of the society only:
 - (a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, or
 - (b) on his or her death or, in the case of a corporation, on dissolution,
8. The society shall not, at any time, have more than 4 members.
9. All members are in good standing except those that have ceased to be a member as provided in bylaw 7 and every member shall be entitled to vote at all meetings of the society.

Part 3 — Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

15. 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:

- (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the appointment of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
19. If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.

20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
21. (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a deciding vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

24. (1) The 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, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25. The number of directors shall be seven (7), appointed or elected as follows:
- (a) person elected as mayor of the Town of Golden from time to time shall be a director;
 - (b) The electoral area director shall be a director;
 - (c) The Town of Golden shall appoint one person to be a director;
 - (d) The electoral area director shall appoint one director; and
 - (e) The Town of Golden and the electoral area director shall together appoint three directors.
26. (1) If a director ceases to hold office during his or her term for any reason, a new director shall be appointed by the member that appointed the director that ceased to hold office.
- (2) All directors shall hold office for one (1) year and shall retire at the next annual general meeting, provided that a director appointed under subbylaw 25(a) or (b), or appointed under sub bylaw 25(c) where that person is a member of the Town of Golden Council, shall cease to hold office prior to the end of their one (1) year term if at any time that individual ceases to hold their municipal office.
- (3) If a successor is not appointed, the person previously appointed continues to hold office.
- (4) A director may be appointed for successive terms.
- (5) The members may, by special resolution, remove a director before the expiration of his or her term of office, and a new director shall be appointed by the member that appointed the director so removed.
- (6) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
27. 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.

Part 6 — Proceedings of Directors

28. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) Any two (2) directors may at any time, and the secretary, on the request of the two (2) directors, must, convene a meeting of the directors within three (3) working days.
- 29. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- (2) 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 held after the act or thing has been done.
- 30. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 31. The members of a committee may meet and adjourn as they think proper.
- 32. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 33. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 34. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or deciding vote and the proposed resolution does not pass.

35. A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.
36. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

37. The Society shall have a president, vice-president, secretary and treasurer each of whom shall be elected from among the directors and shall hold office for one (1) year.
38.
 - (1) The president presides at all meetings of the society and of the directors.
 - (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
39. The vice president must carry out the duties of the president during the president's absence.
40. The secretary must do the following:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
41. The treasurer must
 - (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
42. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
43. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

44. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
45. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

46. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
47. A debenture must not be issued without the authorization of a special resolution.
48. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

49. This Part applies only if the society is required or has resolved to have an auditor.
50. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
51. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
52. An auditor may be removed by ordinary resolution.
53. An auditor must be promptly informed in writing of the auditor's appointment or removal.
54. A director or employee of the society must not be its auditor.
55. The auditor may attend general meetings.

Part 11 — Notices to Members

56. A notice may be given to a member, either personally or by mail to the member at the member's registered address.

57. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(a) Notice of a general meeting must be given to:

(i) every member shown on the register of members on the day notice is given, and

(ii) the auditor, if Part 10 applies.

(b) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

58. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

59. These bylaws must not be altered or added to except by special resolution.

Part 13 — Winding up or Dissolution

60. Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be distributed between the Town of Golden and the Columbia Shuswap Regional District, Electoral Area A, according to their proportional financial contributions to the society in the 5 calendar years immediately preceding the wind-up or dissolution.