

Form3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is Hope Business and Development Society.
2. The purpose of the Society is to support a vibrant and active community based on sustainable and environmentally friendly economic growth by.
 - Fostering and developing a sustainable and diversified local economy for the Hope and surrounding region.
 - Promoting Hope and the surrounding region as the best place to live, invest and re-locate and carry on business.
 - Fostering regional economic development initiatives.
 - Fostering a viable economic development office with broad community input.
 - Developing strategies and programs to encourage tourism initiatives, marketing opportunities, and new investment beneficial to the community.

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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 and in the Constitution of the Society, unless the context otherwise requires:

Board means the directors acting as authorized by the Constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

Chair means a person elected to the office of Chair in accordance with these bylaws;

Directors means the directors of the Society for the time being and "**director**" means only one director;

District means the District of Hope in the Province of British Columbia

Registered Address of a member or director means the address of that person as recorded in the register of members or the register of directors;

Society means the Hope Business and Development Society; and

Society Act means the *Society Act* RSBC 1996, c. 433 and as amended from time to time.

- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3 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

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.

- 2.2 Except for the applicants for incorporation of the Society, the members of the Society shall not exceed five (5) persons and to apply for membership a person must have one of the following qualifications:
- (a) be the Mayor of the District;
 - (b) be a Councillor on the District of Hope Council
 - (c) be the Town Manager of the District; or
 - (d) be an Administrative Director of the District;
- 2.3 The existing members may determine, at any time, the term of membership of each person admitted as a member of the Society. In the absence of any determination establishing a specific term for a member, a member continues as a member until he or she ceases to be a member pursuant to Section 2.6.
- 2.4 A member may withdraw from the Society by delivering his or her notice of resignation in writing to the Secretary of the Society or delivering it to the address of the Society.
- 2.5 A member may be expelled by an ordinary resolution accompanied by a brief statement of the reasons for the proposed expulsion. A person who is subject to being expelled must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.6 A person immediately ceases to be a member of the Society:
- (a) on the date which is the later of the date of delivering the member's resignation in accordance with Section 2.4 and the effective date of the resignation stated in the notice;
 - (b) on being expelled in accordance with Section 2.5;
 - (c) on his or her death or, in the case of a corporation, on dissolution; or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.7 The members may establish annual membership fees by ordinary resolution, but in the absence of such resolution there is no annual membership fee.
- 2.8 All members are deemed to be in good standing except a member who has not paid a current annual membership fee where such a fee has been established and is due and owing by the member.
- 2.9 Every member must uphold the Society's constitution and comply with these bylaws.

Part 3 - Meetings of Members

- 3.1 General meetings of the Society must be held at the time and place as the Board shall decide and in accordance with the *Society Act*.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Board may, when it thinks fit, convene an extraordinary general meeting.
- 3.4 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. The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 An annual general meeting must be held at least once in every calendar year.

Part 4 - Proceedings at General Meeting

- 4.1 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 election of directors;
 - vi. the appointment of the auditor, if required;
 - vii. the other business that, under these bylaws or any governing statutes ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors if the report was issued with the notice convening the meeting.
- 4.2 A quorum is the greater of one-third of the members or 3 persons.
- 4.3 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.

- 4.4 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, shall be terminated; but in any other case, it must stand adjourned to the next day at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed, the members present shall constitute a quorum, providing there is never less than 3 members present.
- 4.5 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.
- 4.6 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, but if at any general meeting the president, vice-president or other director is not present within 15 minutes after the time appointed for the meeting, or if all of the directors are unwilling to act, the members present may choose one of their numbers to Chair that meeting.
- 4.7 If a person presiding as Chair of a general meeting wishes to step down as Chair for all or part of that meeting, he or she may designate an alternate, to Chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as Chair.
- 4.8 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.
- 4.9 It is not necessary to give notice of an adjournment of the business to be conducted at an adjourned general meeting except when a meeting is adjourned for more than 10 days, in which case notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.10 A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 4.11 In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.12 A member in good standing is entitled to one vote at a meeting of the members.
- 4.13 Voting is by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot is required.
- 4.14 Voting by proxy is not permitted.

- 4.15 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 to represent the member for all purposes with respect to a meeting of the Society.
- 4.16 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by at least 75 percent of the members who would have been entitled to vote on it at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and is deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together are deemed to constitute one ordinary resolution in writing. Such ordinary resolution must be filed with minutes of the proceedings of the members and is deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.17 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and is deemed to be a special resolution. Such a resolution may be in two or more counterparts which together are deemed to constitute one special resolution in writing. Such special resolution must be filed with minutes of the proceedings of the members and is deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Part 5 - Directors and Officers

- 5.1 The Board 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 members in a general meeting but subject, nevertheless, to the provisions of:
- (a) all enactments affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
- 5.2 A rule made by the Society in a general meeting does not invalidate a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The directors may be elected from time to time by ordinary resolution at a general meeting.

- 5.4 The number of directors to the Society shall be eleven (11) or such greater number as may be determined from time to time at a general meeting.
- 5.5 The directors must retire from office at each annual general meeting when one of their successors shall be a Councillor or his/her appointee. The remaining directors may be elected for consecutive terms by the members.
- 5.6 Separate elections must be held for each office to be filled.
- 5.7 An election may be by acclamation; otherwise it must be by ballot.
- 5.8 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5.9 The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the Board. A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for election at the meeting.
- 5.10 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member of the Society to take the place of the former director, but if the result of the director ceasing to hold office is that the number of directors would fall below three, the person appointed need not be a member of the Society.
- 5.11 The members may by ordinary resolution appoint additional directors and determine the term of each such appointed director. A person need not be a member of the Society to be eligible to be a director elected or appointed by the members.
- 5.12 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect or appoint a successor to complete the term of office.
- 5.13 Subject to the *Society Act*, an act or proceeding of the Board is not invalid merely because there are less than the prescribed number of directors in office.
- 5.14 A person automatically ceases to be a director of the Society:
 - (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
 - (b) upon his or her death; or
 - (c) upon being removed by special resolution.

- 5.15 A director must not be remunerated for being or acting as a director, but must be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society as a director.

Part 6 - Proceedings of the Board

- 6.1 The Board may meet at the times and places that the directors think fit to conduct business, adjourn and otherwise regulate their meetings as they see fit, provided that reasonable notice in writing is sent to each director. No formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting was determined or are present at the meeting and waive notice in writing or provide a verbal waiver of notice to the secretary of the Society.
- 6.2 The Board may from time to time set the quorum necessary to conduct business, and unless so set the quorum is two-thirds of the directors in office at the time when the meeting convenes.
- 6.3 The president must preside as Chair of all meetings of the Board, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice-president must preside as Chair. If neither president nor vice-president are present at that time, or either of them requests that he or she not chair that meeting, the directors present may choose one of their numbers to be Chair at that meeting.
- 6.4 If the person presiding as Chair of a meeting of the Board wishes to step down as Chair for all or part of that meeting, he or she may designate an alternate to Chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as Chair.
- 6.5 A director may at any time, and the secretary on the request of a director must, convene a meeting of the Board.
- 6.6 For a first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for a meeting of the Board 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.
- 6.7 A resolution proposed at a meeting of the Board need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 6.8 Questions arising at a meeting of the directors must be decided by a majority of votes. In the case of a tie vote, the Chair does not have a second or casting vote.
- 6.9 Voting by the directors may be:

- (a) in person, by a show or hands, or
 - (b) by telephone or teleconferencing, if all directors participating in the meeting are able to communicate with each other, and must be recorded by the secretary of the meeting.
- 6.10 A Board resolution in writing that has been deposited with the secretary is as valid and effective as if regularly passed at a meeting of directors. A Board resolution may be in two or more counterparts that together are deemed to constitute one resolution in writing. A resolution must be filed with minutes of the meeting and are deemed to be passed on the date stated therein or, in the absence of a date being stated, on the latest date stated on any counterpart.
- 6.11 The Board may delegate any, but not all, of its powers to committees consisting of one or more directors as it thinks fit.
- 6.12 A committee, in exercising any power delegated to it, must conform to any rules that may from time to time be imposed by the Board, and must report every act or thing done in the exercise of those powers to the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.
- 6.13 A committee may meet and adjourn as its members think proper, and committee meetings must be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.

Part 7 - Officers

- 7.1 At the first meeting of the Board held after an annual general meeting, the Board must elect from among the directors a president, vice-president, secretary, treasurer and an information and privacy officer to hold office until the first meeting of the Board held after the next following annual general meeting. The offices of secretary and treasurer may be held by one person as the secretary-treasurer and the office of information and privacy officer may be held by the secretary or secretary-treasurer.
- 7.2 The Board may appoint and remove such other officers of the Society as it deems necessary, and may determine the duties, responsibilities and term of all officers consistently with these bylaws, the *Society Act*, and any other applicable law or enactment.
- 7.3 A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of at least two-thirds of the directors present.
- 7.4 If any officer is for any reason not able to complete his or her term, the Board must elect a replacement without delay.

- 7.5 The secretary of the Society must:
- (a) maintain the register of members;
 - (b) conduct the correspondence of the Society;
 - (c) issue notices of meetings of the Society and the Board;
 - (d) keep minutes of all meetings of the Society and the Board; and
 - (e) keep custody of all records and documents of the Society except those required to be kept by the treasurer.
- 7.6 If the secretary is absent from any meeting of the Society or the Board, the directors present must appoint another person to act as secretary at that meeting.
- 7.7 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 Board, the members and others when required.
- 7.8 If and as long as the Society is a "local government body" within the meaning of the *Freedom of Information and Protection of Privacy Act*, RSBC 1996 c. 165, the information and privacy officer is the "head" under that Act. If the Society is not or ceases to be a local government body as aforesaid, the information and privacy officer is the person responsible for ensuring that the Society complies with the *Personal Information and Privacy Act*, SBC 2003, c. 63.

Part 8 - Execution of Instruments

- 8.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place. Where so provided, the common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of any persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or the president and secretary-treasurer.
- 8.2 Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the president, together with the secretary or the treasurer or the secretary-treasurer, or any two directors authorized by a resolution of the Board.

Part 9 - Borrowing

- 9.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides and in particular, without limiting the foregoing, by the issue of debentures.
- 9.2 A debenture must not be issued without being authorized by a special resolution.
- 9.3 The members may, by ordinary resolution, restrict the borrowing powers of the Directors, but unless stated otherwise in the resolution, the restriction imposed expires at the next annual general meeting.

Part 10 - Insurance, Indemnity and Security

- 10.1 The Society must purchase and maintain insurance for the benefit of each director and officer of the Society against personal liability incurred by him or her as a director or officer and, subject to the *Society Act*, must indemnify the director or officer in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Society, except in relation to matters where a court has determined that the director or officer, in performing his or her duties, was grossly negligent, was guilty of criminal conduct, or acted tortuously with the intent to defraud, deceive, misrepresent or improperly take advantage of an opportunity resulting from his or her position with the Society.
- 10.2 Subject to the *Society Act*, the Board may obtain insurance on behalf of any director or other person with an indemnity or indemnities where the person has undertaken or is about to undertake any liability on behalf of the Society, and to provide security for such director or other person against loss, actual or potential, arising from a charge on the whole or any part of the Society's real and personal property. Any action taken by the Board from time to time under this bylaw does not require approval or confirmation by the members.

Part 11 - Auditor

- 11.1 This part applies only where the Society is required or has resolved to have an auditor.
- 11.2 The first auditor must be appointed by the Board, which must also fill all vacancies occurring in the office of auditor.
- 11.3 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.
- 11.4 An auditor may be removed by ordinary resolution.

- 11.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 11.6 A director or employee of the Society must not be its auditor.
- 11.7 The auditor may attend general meetings.

Part 12 - Notices to members

- 12.1 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and to the auditor if Part 10 applies. No other person is entitled to receive a notice of a general meeting.
- 12.2 A notice may be given to a member either personally or by mail to the member at the member's registered address; or by electronic communication to the email address most recently provided by the member for the purpose of receiving notices.
- 12.3 A notice sent by mail is deemed to have been given:
 - (a) in the case of personal delivery, on the day that the notice was left with the member or left at the member's registered address;
 - (b) in the case of ordinary mailing, on the second business day following the day on which the notice was put in a Canadian post office receptacle; and
 - (c) in the case of electronic delivery, on the next business day following the day that the notice was sent.

Part 13 - Distribution of Assets

- 13.1 The Society acknowledges that all investments and property thereof, including the income there from, is and will be held in trust pursuant to the constitution and bylaws of the Society to further the purposes of the Society. No part of the income of the Society shall be payable to, or shall be otherwise available for, the personal benefit of any proprietor, member or director thereof. This provision is unalterable.

Part 14 - Dissolution and Windup

- 14.1 In the event of the dissolution or winding up of the Society in accordance with the provisions of the Society Act, all remaining assets, after payment of liabilities, shall be distributed to the District of Hope or if the District of Hope is unable or unwilling to accept such assets, to such other non-profit organizations as are designated by the Board of the Society, which organizations shall, wherever possible, carry on work of a similar nature. This provision is unalterable.

Part 15 - Miscellaneous

- 15.1 Any meeting of the Society, the Board or any committee may also be held, and any member, director or committee member may participate in, any meeting by telephone, teleconferencing, or video conference call or similar communication equipment as long as all of the participants can hear and respond to one another. All such participants in any such meeting are deemed to be present in person at the stated location of such meeting and, notwithstanding any other provisions in these bylaws, are entitled to vote by a voice vote recorded by the secretary.

- 15.2 Subject to an order of the Registrar under the *Society Act*, the Society is deemed not to be a reporting society.