

**CONSTITUTION AND BY-LAWS**

**of**

**SALMAR COMMUNITY ASSOCIATION**

PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

**CONSTITUTION OF:**

**SALMAR COMMUNITY ASSOCIATION**

1. The name of the Society is SALMAR COMMUNITY ASSOCIATION. (the “Society”)
2. The purposes of the Society are to:
  - (a) provide land, buildings, equipment and other facilities for sport, recreation, entertainment, social, dramatic, educational, artistic, cultural, and other community activities and to arrange for and hold such events and to use any monies derived from such activities or events solely for community purposes;
  - (b) provide scholarships, grants and other awards to encourage excellence and to recognize and support deserving individuals and organizations;
  - (c) make its facilities available to any person or persons who wish to use them in accordance with the purpose of those facilities, with participation in the Society and membership fees not being a discriminatory factor in the use of the facilities. This clause is to be an unalterable provision;
  - (d) raise funds in such manner and to such extent as the Society deems necessary or desirable to carry out its purposes, including, without limitation, soliciting and accepting gifts, contributions, donations, bequests and other grants of real and personal property and services;
  - (e) hold, invest, expend, use and deal with funds it has raised and otherwise received for the carrying out of the Society’s purposes as the Board of Directors sees fit;

- (f) borrow, raise and secure the payment of funds in such manner as the Society sees fit for the carrying out of the Society's purposes;
  - (g) enter into contracts, leases, subleases and other arrangements and do all such other things as are necessary and conducive to the carrying out of the Society's purposes;
  - (h) apply for and maintain all such licences, permits and insurance as may be necessary or advisable for the carrying out of the Society's purposes;
  - (i) enter into arrangements with any federal, provincial, municipal and/or local government or authority that may be necessary or conducive to the carrying out of the Society's purposes and to obtain from any such government or authority any rights, grants, funding, loans, privileges, leases, subleases, or concessions which the Society sees fit;
  - (j) hire and pay any person(s), firm(s), and /or corporation(s) for services rendered in connection with the conduct of the Society's operations and the carrying out of the Society's purposes; and
  - (k) co-operate with and, if the Society sees fit, assist any other society, association, person or entity where the intended result is to further the Society's purposes.
3. The operations of the Society are to be carried primarily in and around the City of Salmon Arm, in the Province of British Columbia .
4. In the event of the dissolution of the Society, any assets remaining after the payment of all debts and obligations will revert to the City of Salmon Arm, or to another non-profit, conservation or recreation oriented Society in the Salmon Arm area. This clause is to be an unalterable provision.

## **BY-LAWS**

### **MEMBERSHIP:**

1. Any person who has attained the age of nineteen (19) years may apply to become a member of the Society by making application for membership in the form which the Directors of the Society may prescribe. The applicant becomes a member of the Society upon acceptance of his or her application by the Directors of the Society.
2. The fee for application for membership shall be \$25.00 or such other fee as the directors of the Society shall determine from time to time and shall accompany the application form. No membership fee shall be refundable for any reason.
3. Any member may resign his or her membership.
4. The Directors may suspend any person from membership and upon the majority vote of the members of the Society such member shall be expelled.
5. A member of the Society shall be entitled to attend all meetings of the Society and to cast one vote at every such meeting; provided that a new member shall not be entitled to vote at any meeting which is held within 30 days of the date on which he or she makes application for membership in the Society.

### **MEETINGS:**

6. The annual general meeting of the Society shall be held in the month of November in each year, or at such other time as the Directors may decide in accordance with the Society Act.
7. On resolution of the Directors, or on written request of not less than 10% of the members in good standing, an extraordinary general meeting shall be called.
8. Notice of the annual general meeting and of every special general meeting shall be given to every member in such manner as the Directors may from time to time determine. The

accidental omission to give notice of a meeting to, or the failure to receive notice by, any of the members of the Society does not invalidate proceedings at a meeting.

9. At a meeting of the Society, ten percent (10%) of the members, or twenty members, whichever is the lesser, in good standing, personally present shall constitute a quorum. Business must not be conducted at a general or an extraordinary meeting at a time when a quorum is not present. If, within 30 minutes from the time appointed for a meeting a quorum is not present, the meeting 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 shall constitute a quorum.
10. At any meeting of the Society, the President of the Society shall be the Chairperson of the meeting, unless absent, in which case the Vice President or one of the other Directors present shall be the Chairperson of the meeting. The Chairperson shall be entitled to establish all procedures with respect to the conduct of meetings.
11. At any meeting of the Society, votes of members shall be recorded by show of hands of members present with the exception of votes for the appointment of Directors which shall be recorded by way of ballot. No proxy votes shall be permitted.
12. A general meeting may be adjourned from time to time, 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. 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.
13. The Chairperson may move or propose a resolution. In the case of a tie vote, the Chairperson 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.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS, THEIR DUTIES, POWERS AND REMUNERATION**

14. The business of the Society shall be controlled by nine (9) Directors elected by the members of the Society in accordance with these By-Laws. The Officers of the Society shall be elected by the Directors and shall consist 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.

15. The Directors shall be elected at the annual general meeting of the members of the Society. Persons to be elected as Directors of the Society must have been members of the Society for at least one (1) year prior to the date of the annual general meeting and nominations must be made and seconded by persons who have been members of the Society for at least the same period of time and must be received in writing by the Secretary of the Society not less than twenty-one (21) days prior to the annual general meeting at which the person is being nominated for election as a Director of the Society. At the annual general meeting to be held in November of each year, three (3) Directors shall be elected, each for a term of three (3) years. In the event that any Director should resign before completing his or her term, the members, at the next ensuing annual general meeting, shall elect a new Director who shall serve for the unexpired balance of that term. The Directors may, until the next annual general meeting, appoint any member to fill the vacancy created by the resignation of any Director.
16. The members of the Society may, by majority vote and on the recommendation of the Directors, appoint Honourary Directors of the Society. Any Honourary Directors so appointed shall hold office for a term to be determined by the members and shall not be entitled to vote at meetings of the Directors.
17. At any meeting of the Directors of the Society, six (6) Directors shall constitute a quorum.
18. No remuneration shall be paid to the President or Vice-President as such or any of the Directors. But the Society may by resolution decide to pay the Secretary and the Treasurer or either of them such remuneration as is thought fit under the circumstances. An officer or a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
19. The Officers or any employee of the Society may, with the authority of the Directors and subject to the provisions of the Society Act and these By-Laws, conduct the operations of the Society.
20. All cheques, notes and other bills of exchange shall be drawn in the name of the Society and signed on behalf of the Society by any two (2) of the Officers of the Society.
21. The Treasurer shall have the custody of the bank book and financial records of the Society

and shall be responsible for seeing that proper records of all financial transactions of the Society are kept.

22. The President or the Secretary of the Society shall have custody of the Seal of the Society which will be affixed to all documents requiring execution under the seal in the presence of the President and the Secretary. The Secretary shall also keep and have custody of the Minutes and record books of the Society other than the financial records.
23. There shall be an auditor who shall be appointed annually at the annual general meeting in each year or if not so appointed, may be named by the executive.

#### **EXERCISE OF BORROWING POWERS**

24. The Society may, subject to the provisions of the Society Act and these By-Laws, and with the approval of the members of the Society by way of special resolution in accordance with the Society Act, borrow monies and secure the repayment of monies so borrowed in such manner as may be appropriate or required.

#### **ANNUAL FINANCIAL STATEMENT**

25. The Society shall retain an external firm of chartered accountants to prepare an annual financial statement, consisting of a balance sheet, a statement of income, and a statement of changes in financial position within 90 days of the Society's fiscal year end. The Society's financial statement shall be approved and signed by two Directors of the Society and shall be presented at the Society's annual general meeting each year.

#### **CUSTODY AND USE OF THE SEAL OF THE SOCIETY**

26. The Society shall have a common seal which shall be affixed to all documents requiring execution under seal in the presence of the President and the Secretary.

#### **RECORDS AND INSPECTION THEREOF**

27. The following records shall be kept:
  - (a) minutes of all general meetings and of all meetings of the Directors of the Society;

- (b) a record of all members of the Society; and
  - (c) a record of all the property of the Society.
28. All books and records of the Society shall be kept at the office of the Society where they may be inspected during office house by the members of the Society.

### **GRANTS, DONATIONS**

29. The Society may receive grants, donations, gifts or contributions from any person or corporation and shall apply the same to the objects of the Society.

### **CONTRACTS, EXPENDITURES, AGREEMENTS**

30. With the exception of any repairs or maintenance required to protect and preserve the Society's assets, the Directors of the Society shall not undertake any capital expenditure, commitment or obligation in excess of the sum of TWENTY FIVE THOUSAND DOLLARS (\$25,000.00), without the approval of a majority vote of the members present at any general or extraordinary general meeting of the Society first having been obtained. This provision shall not apply to the payment of salaries, wages, taxes, insurance premiums or any other expenditure incurred in the normal course of business.
31. The Directors of the Society shall not commit the Society to any contract, agreement, mortgage, obligation or any other undertaking which charges or involves the assets of the Society, where the term of such obligation exceeds sixty (60) months, without first having obtained the approval of the members of the Society by special resolution in accordance with the Society Act.