

CONSTITUTION AND BYLAWS of the
SUNNYBRAE COMMUNITY ASSOCIATION
May 23, 2018

Incorporation No. S-004278 Date of Incorporation: May 22, 1953

PURPOSE of the Society is to promote unity and well being of all residents of Sunnybrae and area, to foster rural life and good citizenship and to foster clean sports, arts and crafts, voluntary community service, music, drama, dance and social and charitable and fund raising events and on dissolution, shall distribute to another non-profit conservation recreation oriented Society.

BYLAWS OF SUNNYBRAE COMMUNITY ASSOCIATION

Former Constitution:

- (a) To promote the well being of all residents of the district within which the operations of the Society are to be carried on, with a view of a higher standard of rural life and good citizenship and the Sunnybrae Community Association guarantees that the facility will be available to any person or persons who wish to use it in accordance with the purpose of the facility to those members of the public who are not members of the Sunnybrae Community Association shall be either a daily or hourly charge agreed upon between the Sunnybrae Community Association and the Department of Recreation and Conservation. This clause is unalterable. **(Previously unalterable)**
- (b) To foster clean sports and to promote, organize, conduct and support outdoor and indoor athletic games and contests of all kinds.
- (c) to further the literary and scientific development of the residents of the district.
- (d) to assist and further the agricultural and horticultural development of the district.
- (e) To do all other things as are incidental or conducive to the attainment of the above objects or any of them in the event of dissolution of the Sunnybrae Community Association any assets remaining after payment of all debts and obligations shall be distributed to another non-profit conservation recreation oriented Society of British Columbia. This clause is unalterable. **(Previously unalterable)**

(Certified March 18, 1976)

Part 1 – Definitions

- (1) In these bylaws, unless the context otherwise requires:

“alter” includes create, add to, vary and delete.

“bylaws” means the bylaws described in Section 10 (bylaws).

“constitution” means the purpose of the Society.

“delivery address” means the registered office of this Society.

“director” means an individual who is designated, appointed or elected, in accordance with these bylaws as a director of the Society, regardless of the title by which the individual is called.

“executive” means the directors who are serving in the positions of president, vice president, secretary and treasurer.

“file” means file the record in accordance with section 207(1) of the Society Act.

“general meeting” means a general meeting of the members of the Society.

“mailing address” means the mailing address of the registered office as set out in the statement of directors and registered office of the Society.

“member” means a person who, in accordance with the bylaws, becomes and remains a member of the Society.

“ordinary resolution” means a resolution (motion) passed by a simple majority of the votes cast by the voting members, whether cast in person or another method permitted in these bylaws.

“Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.

“society” for the purposes of these bylaws the Society shall mean the SUNNYBRAE COMMUNITY ASSOCIATION.

“special resolution” means a resolution passed at a general meeting or at an annual general meeting by not less than 2/3 (66%) of the votes cast by the voting members present at a meeting, and having been given not less than 7 (seven) days notice specifying the intention to propose a special resolution.

(2) Words imparting the singular include the plural and vice versa, and words imparting a male person include a female person and a corporation.

Part 2 – Purpose

Mission Statement:

The mission statement of the SUNNYBRAE COMMUNITY ASSOCIATION located at 3595 Sunnybrae Canoe Point Road, Tappen, BC V0E 2X1 shall be as set out in the Constitution and Bylaws and shall not carry on a business for profit or gain other than rental income, donations, fund-raising events for the purpose of maintenance, up-keep, up-grading, expansion, and all other matters and works which are required to maintain the safety, enjoyment and comfort of all its properties, for members, renters, and the general public of Sunnybrae area and surrounding areas.

Part 3 – Liability of members

- (1) A member of a Society is not, in that capacity, liable for debt or other liability of the Society.
- (2) The Society shall not:
 - (a) carry on any activity or exercise any power that the Society is restricted in its bylaws or contrary to the Society Act.
 - (b) distribute any of its money or other property other than for full and valuable consideration in the furtherance of the purposes and needs of the Society, to a qualified recipient, and shall report in the financial statements any other financial assistance given but not necessarily to the needs of the Society, in accordance with Section 36 of the Society Act.

Part 4 – Society records

- (1) A Society must keep records of the Certificate of Incorporation, the Constitution and Bylaws, a register of directors, the minutes of each meeting including the text of each resolution passed, the financial statements of the Society, the minutes of each meeting of directors and the text of each resolution passed at a meeting of directors, and other matters as outlined in Section 19 of the Society Act.
- (2) Any record no longer relevant may be destroyed after 7 (seven) years.
- (3) The Society must keep records in a complete state, avoid loss, destruction or damage to the records, and avoid falsification of entries made in those records.
- (4) A member or director of the Society may inspect, without charge, any record the Society is required to keep under Section 19 of the Society Act.
- (5) A person who is entitled under Section 23 of the Society Act who requests a copy of the record, the Society must provide the person with a copy of that record, and that record must be provided to the person by sending the copy to that person promptly, but in no case later than 14 (fourteen) days after receipt of the request.

Part 5 – Constitution and Bylaws

- (1) A Society must have a constitution that sets out only:
 - (a) the name of the Society, and
 - (b) the purpose of the Society.
 - (c) Bylaw provisions previously identified as “unalterable” shall now be alterable by Special Resolution.

Part 6 – Membership

- (1) Sunnybrae Community shall encompass all residents along Sunnybrae Canoe Point Road and all adjoining side roads and their tributaries and the surrounding area known as Tappen.
- (2) Voting members of the Society are those persons 16 (sixteen) years of age and older who are either residents in or own property in Sunnybrae and surrounding areas, and subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.

- (3) Non voting members shall comprise any member who is not a resident or property owner in Sunnybrae and area. Non voting members shall be entitled to all of the privileges of the Society but shall not take part in the management of the Society or vote at a meeting.
- (4) Every member must uphold the Constitution and comply with these bylaws.
- (5) The annual membership dues must be determined at an annual general meeting of the Society.
- (6) A person ceases to be a member of the Society by:
 - (a) delivering his or her resignation in writing to the secretary of the Society or by postal delivery or by email.
 - (b) or on his or her death,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 6 (six) consecutive months.
- (7) A member may be expelled by a special resolution of the members passed at a general meeting.
- (8) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (9) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (10) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Part 7 – Meetings of Members

- (1) General meetings of the Society must be held at the time and place that the directors decide.
- (2) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (3) The directors may, when they think fit, convene an extraordinary general meeting.
- (4) 7 (seven) days notice of a general meeting must be given and must specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.
- (5) The accidental omission to give notice of a meeting to, or the non-receipt of notice by or of any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (6) The annual general meeting of the Society must be held not more than 12 (twelve) months after the date of the last annual general meeting.
- (7) Special Resolutions need not be filed with the Registrar.

(8) A Society must maintain a registered office in British Columbia as well as a delivery address and must file any changes of same to the Registrar.

(9) Voting members may inspect the register of members under Section 24 of the Society Act and may requisition the directors to call a meeting by 5% (five percent) of the membership in accordance with Section 72 of the Society Act.

Part 8 – Proceedings at General meetings and Annual General meetings

(1) Special (regular) business is:

(a) all business at an extraordinary (general) meeting shall be:

- (i) the adoption of the agenda
- (ii) the minutes of the last general meetings
- (iii) the consideration of the financial statements
- (iv) the report of the directors
- (v) other business that, under these bylaws, ought to be conducted at a general meeting, or business that 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 shall be:

- (i) the adoption of the agenda
- (ii) the minutes from the last annual general meetings
- (iii) receive the director's reports of the financial statement of the Society for the previous financial year.
- (iv) receive any other reports of the directors' activities and decisions since the last annual general meeting.
- (v) the report of the auditor, if any.
- (vi) the election of directors
- (vii) deal with any unfinished business of the last annual general meeting.

(c) At each annual general meeting the voting members entitled to vote for the election or appointment of directors must elect or appoint a Board of Directors.

(d) A Society, after a change in its directors or in the address of any of its directors MUST file with the Registrar such a notice of change and must file an Annual Report to the Registrar under Section 70 of the Society Act within 30 (thirty) days after each annual general meeting.

(2) 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.

(3) 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.

(a) A quorum for a general meeting is 7 (seven) voting members present.

(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, must be terminated, but in any other case, it must

stand adjourned to the same day in the net 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 must constitute a quorum.

(5) 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.

(6) 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 present directors are unwilling to act as the chair, the members must choose of their number to be the chair.

(7) 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.

(8) When a meeting is adjourned for 10 (ten) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(9) Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

(10) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(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.

(12) A member in good standing present at a meeting of members is entitled to one vote without restrictions.

(13) Voting is by show of hands.

(14) Voting by proxy is not permitted.

(25) 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 for all purposes with respect to a meeting of the Society.

Part 9 – Directors and Officers

(1) No designation, election or appointment of an individual as a director is valid unless the individual consents in writing to be a director, or the designation, election or appointment is made at a meeting where the individual is present and does not refuse, at a meeting, to be a director.

- (2) An individual is not qualified to be a director if that individual is:
- (a) under the age of 18 (eighteen)
 - (b) found by any court to be incapable of managing the individual's own affairs, of an undisclosed bankruptcy, or convicted in or outside of British Columbia of an offence involving fraud and other matters as outlined in Section 43 of the Society Act.
- (3) 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 lawful directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless to:
- (a) 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.
- (4) 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.
- (5) Directors must act honestly and in good faith and with a view to the best interests of the Society and must exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstance.
- (6) The president, past president, vice president, secretary and treasurer shall be the Executive of the Society.
- (7) Only one person from a household may hold the office of president, vice president, secretary or treasurer at a given time.
- (8) The number of directors must not be less than 5 (five) or a greater number determined from time to time at a general meeting but not greater than 11 (eleven).
- (9) The terms of office for all directors shall be 2 (two) years.
- (10) The directors must retire from office at the annual general meeting in the year their term expires. At this time they are either re-elected or their successors are elected.
- (11) Separate elections must be held for each office to be filled.
- (12) An election may be by acclamation, otherwise it must be by ballot.
- (13) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (14) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (15) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

(16) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(17) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

(18) The members may, by special resolution, remove a director before the expiration of his or her term of office, and may appoint a successor to complete the term of office in accordance with Section 50 of the Society Act.

(19) 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 and if financial assistance is given not in the ordinary course of the Society, the nature and amount of that financial assistance must be disclosed.

Part 10 – Proceedings of Directors

(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, and

(a) a director's resolution may be passed by the directors without a meeting if all of the directors consent to the resolution by email.

(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) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.

(5) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(6) 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.

(7) 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.

(8) The members of a committee may meet and adjourn as they think proper.

(9) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or 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.

(10) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(11) In the case of a tie vote, the chair does not have a second or casting vote.

(12) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

(13) 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 11 – Duties of Officers

(1) The president presides at all meetings of the Society and of the directors, and must supervise the other officers in the execution of their duties.

(2) The vice president must carry out the duties of the president during the absence of the president.

(3) The secretary must do the following:

- (a) conduct the correspondence of the Society,
- (b) issue notices of meetings of the Society and of meetings of directors,
- (c) keep minutes of all meeting 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,
- (g) give 7 (seven) days notice to members of general meeting and the annual general meetings
- (h) must not provide public access of the members' register.

(4) The treasurer must:

- (a) keep the financial records, including books of account necessary to comply with the Society Act and these bylaws,
- (b) render financial statements to the directors, members and others when required, or upon request by a member, given a reasonable time.

(5) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

- (a) If a secretary treasurer holds office, the total number of directors must not be less than 6.

(6) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

(7) Any director other than the president may hold more than one officer role.

Part 12 – Seal

(1) The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

(2) 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 13 - Borrowing

(1) The directors may only enter into an agreement to borrow money with a special resolution passed by the members at an annual general meeting and with restrictions imposed in such a special resolution.

Part 14 – Auditor

The directors may appoint an auditor if necessary as they see fit and in accordance with the Society Act

Part 15 – Notices to Membership

(1) A notice may be given to a member either personally or by mail or by email at the member's registered address.

(2) A notice of a general meeting and an annual general meeting must be given to every member shown on the register of members on the day the notice is given.

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

Part 16 – Bylaws

(1) On being admitted to membership, each members is entitled to, and the Society must give the member, without charge, a copy of the constitution and bylaws of the Society.

(2) These bylaws must not be altered or add to except by special resolution.

Part 17 – Real Property

(1) Unless authorized by special resolution, the directors of the Society shall not make alterations, additions or improvements to the property and assets of the Society other than capital expenditures of up to \$5,000 per year and that which is required for maintenance.

(Note: Passed by special resolution July 23, 2014)

(2) The directors of the Society shall not buy, sell, lease or otherwise dispose of any real property of the Society without the authority of a special resolution passed for that purpose.