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Sointula Recreation Association
Constitution

1. The name of the Society is the Sointula Recreation Association.
2. The purpose of the society is to own, operate and maintain recreational and community facilities on Malcolm Island, and to promote and sponsor the use of these facilities and support the delivery of recreational programs on Malcolm Island.
3. The operations of the society are chiefly carried out on Malcolm Island, Province of British Columbia.

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Bylaws of the Sointula Recreation Association

Part 1 — Definitions and Interpretation

1.1 In these bylaws, unless the context otherwise requires:

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

"AGM" means the annual general meeting of the Association. "Association" means the Sointula Recreation Association "Board" means the directors of the society;

"Bylaws" means these Bylaws as altered from time to time; "directors" means the directors of the society for the time being; "general meeting" means a meeting of the general membership;

"registered address" of a member means the member's address as recorded in the register of members.

Definitions in the Act apply

1.2 The definitions in the Act 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.

Conflict with Act or Regulations

1.4 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, prevail.

Part 2 — Members

Application for membership

2.1 Members are residents of Malcolm Island as defined by the Regional District of Mount Waddington Voters List, which is updated every four years, or a person may apply to the Board for membership in the Society, and the person becomes a member on the Board's approval of the application.

Duties of members

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

Amount of membership dues

2.3 The amount of annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.6 A person's membership in the Society is terminated

(a) if the person is not in good standing for 6 consecutive months

(b) by delivering his or her resignation in writing or by email to the secretary of the society or by mailing or delivering it to the address of the society,

(c) on his or her death or, in the case of a corporation, on dissolution, or,

(d) on being expelled.

Expulsion of members

2.7 A member may be expelled if asked and agrees to step down or by a special resolution of the members passed at a general meeting.

The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. 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.

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

The Annual General Meeting, or AGM, is a general meeting which is held annually.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order,

(b) consideration of 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,

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of general meeting

3.3 Notice of a general meeting must specify the place, day and hour of the meeting and must be given at least seven days prior to the meeting.

3.4 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.

3.5 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.

Notice of special business

3.6 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 to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.7 Special business is any business that, under these bylaws, is not defined as ordinary business, or that which ought to be conducted at an annual general meeting.

3.8 A two thirds majority vote is required to pass resolutions that are related to what is considered special business.

Chair of general meeting

3.9 The following individual is entitled to preside as the chair of a general meeting :

(a) the individual, if any, appointed by the Board to preside as the chair,

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as chair,

(i) the vice chair,

(ii) if neither the Chair nor Vice Chair are present, directors have the option to postpone the meeting.

Alternate chair of general meeting

3.10 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 elect an individual present at the meeting to preside as the chair.

Quorum for annual general meetings

3.11 The quorum for the transaction of business at an annual general meeting is 10 voting members, which must include 50% of the executive.

Lack of quorum at commencement of meeting

3.12 If, within 30 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 30 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

3.13 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

3.14 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

3.15 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

Participation in a general meeting

3.16 A person may participate in a general meeting by telephone or other suitable communications medium, such as Skype or FaceTime.

Methods of voting

3.17 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 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 a secret ballot.

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

3.19 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.

3.20 A member in good standing present at a meeting of members is entitled to one vote.

3.21 Questions arising at a meeting of the directors will be decided by a majority of votes.

Announcement of result

3.22 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 not permitted

3.23 Voting by proxy is not permitted.

3.24 A resolution in writing, signed by a quorum of directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Matters decided at general meeting by ordinary resolution

3.25 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.

Part 4 — Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 9 Directors. The chair, vice-chair, secretary, and treasurer constitute the executives of the Society. The current Electoral Area A Director for the Regional District of Mount Waddington representing Malcolm Island shall serve on the board as a non-voting ex officio director.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
Directors terms may be renewed indefinitely if there are no successors and if there is no reason for termination of the director's membership.

4.3 Of the nine directors:

i. three will have a term of office commencing on the date on which the current terms expire, and terminating after a period of one year;

ii. three will have an initial term of office commencing on the date on which the current terms expire and terminating after a period of two years.

iii. three will have an initial term of office commencing on the date on which the current terms expire and terminating after a period of three years.

iv. in each case, the resolution pursuant to which a director is elected or appointed will specify the applicable term of office for the subject director.

4.4 Separate elections must be held for each office to be filled.

4.5 An election may be by acclamation, otherwise it must be by ballot.

4.6 If a successor is not elected, the person previously elected or appointed may continue to hold office.

Directors may fill casual vacancy on Board

4.7 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, termination, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.8 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.

Removal of directors

4.9 The members may ask a director to step down or, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Remuneration of directors

4.10 A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Powers of directors

4.11 The directors may exercise powers that are consistent with the Act and

(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. 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.

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

Part 5 —Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the chair and this shall be, at a minimum once every two months.

Notice of directors' meeting

5.2 At least 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 meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the voting directors, including a minimum of 50% of the executive.

Chairing of meetings

5.6 The chair oversees all meetings of the directors, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the vice-chair 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. If neither the Chair nor vice chair are present, directors have the option to postpone the meeting.

Delegation of powers

5.7 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. 00

5.8 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, must not implement any major decisions without approval from the Board and must report every act or thing done in exercise of those powers to the earliest meeting or by email of the directors held after the act or thing has been done.

5.9 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. If neither the Chair nor vice chair are present, directors have the option to postpone the meeting.

5.10 The members of a committee may meet and adjourn as they think proper.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions:

(a) chair;

(b) vice-chair; (c) secretary; (d) treasurer.

Directors at large

6.2 Directors who may be elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of chair

6.3 The chair of the Board is the chief executive officer of the society responsible for supervising the other directors in the execution of their duties.

Role of vice-chair

6.4 The vice-chair of the Board is responsible for assisting the Chair and carrying out the duties of the chair if the chair 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;

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

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 other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements and annual budget for the AGM;

(d) making the Society's filings respecting taxes, where applicable;

(e) provide financial reports required by the Act and associated regulations, to members only, as defined by these bylaws, upon request.

Role of the Directors

6.8 All directors are expected to participate in meetings and activities associated with the Society's work and provide assistance with fundraising activities.

Part 7 —Signing Authority

Signing authority

7.1 A contract to be signed by the Society must be signed on behalf of the Society by the chair and one other member of the executive.

7.2 Other records, including cheques, must be signed by two individuals, where at least one is a member of the executive and both are authorized by the Board to sign the record on behalf of the Society.

Part 8 — Borrowing

8.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, borrow funds by working through the Regional District of Mount Waddington.

8.2 Borrowing of any funds can only proceed with authorization of a special resolution.

8.3 The members may, by special resolution, restrict the borrowing by the directors of amounts over $100,000, but a restriction imposed expires at the next annual general meeting.

Part 9 — Notices to Members

9.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address or via email, through posters in the community or other forms of social media.

9.2 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.

Part 10 — Bylaws

10.1 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.

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

Part 11- Inspection of Records

11.1 Only members of the Society are entitled to inspect the directors' minutes and consent resolutions, and the Society's accounting records required by the Act. This information will be provided within a reasonable amount of time.

11.2 Records may be sent in person by a director, by mail, courier or email.

12. Dissolution of the Society

12.1 In the event of dissolution of the society, any assets remaining after payment of all debts and obligations shall be distributed to an existing, appropriate organization of similar purpose based on Malcolm Island or to, in the event that such an organization does not exist at the time, the Regional District of Mount Waddington under a local management committee for Malcolm Island.

Part 13 — Seal

13.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

13.2 The seal of the society shall be used by the executive only and shall be kept in the custody of the office of the Sointula Recreation Association or, in the event that there isn't an office would remain with the chair.

13.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution.