

CONSTITUTION

And

BYLAWS

Of the

SIDNEY AND NORTH SAANICH MEMORIAL PARK SOCIETY

2243 Beacon Avenue
Sidney, B.C.
V8L 1W9

Registered Address:
2243 Beacon Avenue
Sidney, B.C.
V8L 1W9

Incorporation Certificate No. S-20029

- Bylaws approved by members at May 31, 1995 Annual General Meeting.
- Part 5 amended at May 28, 1998 Annual General Meeting.
- Both the Constitution and the Bylaws amended at the May 31, 2006, Annual General Meeting, filed February 8, 2007
- Constitution and Bylaws presently in effect be rescinded and replaced by those contained herein as approved at the April 24, 2012 Annual General Meeting.
- Constitution and Bylaws amended at the April 15, 2014 Annual General Meeting, filed May 27, 2014

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CONSTITUTION

1. The name of the society is the SIDNEY AND NORTH SAANICH MEMORIAL PARK SOCIETY

2. The purposes of the Society are to provide and manage lands, parks, and facilities, including community, cultural, athletic, and recreational facilities, services, programs and productions for the residents of the Town of Sidney, the District of North Saanich and the Municipality of Central Saanich in the Province of British Columbia.

3. The affairs of the association will be carried on without purpose of gain for its members, and any profit or other accretion to the association shall be used for pursuing its objectives.

4. In the event that the association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada as directed by the members.

5. Clauses (3), (4) and (5) are unalterable in accordance with Section 22 of the Society Act of British Columbia (Chapter 390, RSBC, 1980)

The Society was incorporated on the 20th day of March, 1985 by Incorporation Certificate No. S-20029.

BYLAWS

Part 1 **INTERPRETATION**

.1 In these bylaws, unless the context otherwise requires:

- a) "Directors" means the Directors of the Society for the time being;
- b) "Member in good standing" means a member who has paid the current membership fee and any other subscription or debt due and owing by him to the society;
- c) "Registered Address" of a member means his address as recorded in the register of members;
- d) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and

e) “The Trust” means the Trust Indenture dated December 31, 1965 between the Sidney and North Saanich War Memorial Park Society and the Royal Trust Company, as amended from time to time by order of a court of competent jurisdiction.

.2The definitions in the Society Act from time to time in force apply to these bylaws.

.3Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa.

Part 2 **MEMBERSHIP**

.1The 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.

.2Any person is eligible to be a member who is a resident of either:

a) the Town of Sidney, or

b) the District of North Saanich, or any of the following adjacent islands: Brethour, Coal, Domville, Fernie, Forrest, Gooch, Goudge, James, Knapp, Piers, Pym and Sidney Islands, or

c) The District of Central Saanich;

and whose name appears on the then current list of voters of the Provincial Electoral District(s) in which the said municipalities and islands are located.

.3Subject to clause 2.2, a person shall be a member upon payment of the current membership fee, and shall be issued a membership card that indicates the expiry date of the membership period.

.4A membership period (or “year”) shall begin on the first day of any given calendar year and end on the last day of the same calendar year.

.5A member who is an employee of the Society shall not be eligible to be or become a Director during tenure of such employment.

.6Every member shall uphold the Constitution and comply with these Bylaws.

.7The amount of the annual membership dues shall be determined by an ordinary resolution presented by the Board and approved at an Annual General Meeting of the Society by a majority of members present and voting.

.8A person shall cease to be a member of the Society:

- a) by delivering his 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 death; or
- c) on being expelled; or
- d) on having been a member not in good standing for ten (10) consecutive months.

.9A member may be expelled by a Special Resolution of the Board passed at a General Meeting of the Society.

.10The Notice of Special Resolution for expulsion shall be accompanied by a brief statement from the Board of Directors as to the reason or reasons for the proposed expulsion.

.11The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

Part 3 **MEETINGS OF MEMBERS**

.1General Meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.

.2Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

.3The Directors may, when they think fit, convene an Extraordinary General Meeting.

.4The Directors, on requisition of 10% or more of the voting members of the Society, shall convene an Extraordinary General Meeting within 21 days of the date of the delivery of the requisition to the Secretary of the Society.

.5Notice of a General Meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

.6Members who are in good standing 21 clear days prior to the date of any General Meeting shall be given at least fourteen (14) days notice of such meeting.

.7The 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.

.8The first Annual General Meeting of the Society shall be held not more than 15 months after the Date of Incorporation and after that an Annual Meeting shall be held at least once in every calendar year and not more then 15 months after the holding of the last preceding Annual General Meeting.

Part 4 **PROCEEDINGS AT GENERAL MEETINGS**

.1Special business is

- a) all business at an Extraordinary General Meeting except the adoption of rules of order, and
- b) all business transacted at an Annual General Meeting except:
 - 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; and
 - vii) the other business that under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the Report of the Directors issued with the Notice convening the meeting.

.2A quorum at General Meeting shall be fifteen (15) members who have been verified by the Secretary to be members in good standing of the Society.

.3No business, other than the Election of a Chairman and the adjournment or termination of a meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

.4If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum or until the meeting is adjourned or terminated.

.5If 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 shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum in not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

.6Subject to clause 4.7, the Chairman of the Society, or in his absence, the Vice-Chairman, or in the absence of both, one of the Directors present, shall preside as Chairman of a General Meeting.

.7If, at a General Meeting,

- a) there is no Chairman, Vice-Chairman or other Director present within 15 minutes after the time appointed for holding the meeting, or
- b) the Chairman, Vice-Chairman and all other directors present are unwilling to act as Chairman, the members present shall choose one of their other numbers to be Chairman.

.8A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

.9Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

.10Except as provided in clause 4.9, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

.11The Chairman of a meeting may move or propose a resolution.

.12In case of an equality of voters, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

.13Only members in good standing 21 clear days prior to the date of any General Meeting shall be entitled to vote at that meeting, and each such member, including the Chairman, shall be entitled to only one vote on each question. (For example: if a member just became “in good standing” on the last day of any given month, then she or he would be eligible to vote only at any General Meeting held **on** or **after** the 22nd day of the next following month.)

.14A member who, at any given General Meeting, does not meet the voting qualifications as prescribed in Clause 4.13 above shall not be eligible, at that meeting, to become a Director.

.15The Board shall propose the names of those members in good standing who have indicated a willingness to stand for election as a Director, and the Chairman of the meeting will also receive additional nominations that may come from the floor.

.16 Elections of Directors may be by acclamation; otherwise they shall be by secret ballot.

.17 Voting, except in respect to the Election of Directors, shall be by either:

- a) show of hands, or
- b) display of voting cards, or
- c) by secret ballot, if requested by any member.

.18 Voting by proxy is not permitted.

Part 5 DIRECTORS

.1 There shall be 11 Directors, or such greater number as may be approved at a General Meeting. Six Directors may be appointed, as provided in clause 5.4, and the others shall be elected by the membership of the Society.

.2 Elected Directors shall be elected (in accordance with clause 4.16) at each Annual General Meeting for two-year terms, but in such a manner that, at any given Annual General Meeting, as nearly as shall be practicable, the terms of Office of only half the requisite number of elected Directors shall expire. However, the event that there is, or would be, an imbalance in the alternating terms of office, it shall be appropriate to elect one or more Directors for a one-year term, to maintain or restore the balance.

.3 As nearly as shall be practicable, there should be a balance in the number of elected Directors residing from each of the areas listed in clause 2.2.

.4 The appointed Directors may be:

- a) a member of the Board of School Trustees, School District 63 (Saanich) who represents either Sidney or North Saanich;
- b) a member of the Council of the Town of Sidney;
- c) a member of the Council of the District of North Saanich;
- d) a member of the Council of the District of Central Saanich;
- e) the immediate past Chair of the Board; and
- f) the Chair of the Sanscha Community Cultural Centre Foundation, or his or her representative; or any of them.

.5 If any of the aforementioned bodies chooses to not appoint a Director, then the number of elected Directors should be increased accordingly, to maintain the requisite number of Directors specified in clause 5.1 and any resolutions pertaining thereto.

.6 If any of the bodies listed in sub-clauses a), b), c) and d) of clause 5.4 chooses to not appoint a director, that body, or any of them, may appoint one of its sitting members to serve on, and take part in the deliberations of, the Board of Directors of this Society, but

in a liaison capacity only, without voting power, and in that capacity shall not be counted when determining a quorum present at any meeting of directors.

.7By virtue of their appointments, the appointed Directors shall be members in good standing of the Society.

.8Directors who have been elected for three consecutive two-year terms (six years) since or after the date of the 2007 Annual General Meeting shall not be eligible for re-election for two years.

.9A Director may be removed before the expiration of his or her term of office by a Special Resolution of the Board of Directors passed at a General Meeting, and a successor may be elected to complete the term of office.

.10The notice of special resolutions for removal shall be accompanied by a brief statement of the reason or reasons for the removal.

.11The Director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the General Meeting before the resolution is put to a vote.

.12No Directors shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

.13If a Director ceases to be a Director before the end of his term of office, for any reason other than that described in clause 5.9, the other Directors may elect a member in good standing to fill the vacancy, but the term of office so filled shall terminate at the next Annual General Meeting.

Part 6 **OFFICERS**

.1The Officers of the Society shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine from time to time.

.2The Officers shall be elected (in accordance with clause 6.3) by the Board of Directors, from among the Directors, at a board meeting which shall be called within 2 weeks of the Annual General Meeting, and at such other times as may be required.

.3The Elections of Officers may be by acclamation; otherwise they shall be by secret ballot.

.4If an officer ceases to be an officer before the end of his or her term of office, the Board of Directors may elect a Director in good standing to fill the vacancy.

Part 7 **DUTIES OF OFFICERS**

.1The Chairman shall preside at all meetings of the Society and of the Directors.

.2The Chairman is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

.3The Vice-Chairman shall carry out the duties of the Chairman during his absence.

.4The Treasurer shall:

- a) Keep such financial records, including books of account, as are necessary to comply with the Society Act; and
- b) Render financial statements to the Directors, members and others when required.

.5The Secretary shall:

- a) conduct the correspondence of the Society;
- b) issue Notices of Meetings of the Society of 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; and
- f) maintain the register of members.

.6The offices of Secretary and Treasurer may be held by one person, who shall be known as the Secretary-Treasurer.

.7In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 **EXECUTIVE COMMITTEE**

.1There shall be an Executive Committee, comprised of the Officers and one Director-at-Large or such greater number of Directors-at-Large that the Board of Directors may determine.

.2The appointed Directors are not eligible to fill any executive position.

Part 9 **PROCEEDINGS OF DIRECTORS**

.1The Chairman shall chair all meetings of the Board of Directors. If at a meeting the Chairman is not present within 15 minutes after the appointed time for holding the meeting, the Vice-Chairman shall act as Chairman. If neither is present, the Directors present may choose one of their numbers to be Chairman of that meeting.

.2The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by status or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to:

- a) all laws affecting the Society;
- b) these Bylaws; and
- c) rules, not inconsistent with these Bylaws, which are made from time to time by the Society in General Meeting.

.3No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

.4The Directors may meet together at places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

.5The Chairman or the Secretary may at any time, and the Secretary shall, on the request of 3 Directors, convene a meeting of the Directors.

.6The quorum for meetings of the Board of Directors shall be a majority of the Directors then in office, including appointed Directors.

.7For 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 duly constituted, if a quorum of directors is present.

.8A Director who temporarily may be absent some distance from his residence may deliver or send to the Address of the Society a waiver of notice which may be by letter, telephone, facsimile, e-mail or other electronic means, of any meeting of the Directors, and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of Directors need 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 shall, if a quorum of the Directors is present, be valid and effective.

.9 Questions arising at any meeting of the Directors or Committees of Directors shall be decided by a majority of votes.

.10 In case of an equality of votes, the Chairman does not have a second or casting vote, and the proposed resolution does not pass.

.11 The Chairman of a meeting may move or propose a resolution.

.12 The Directors may, as they think fit, delegate any, but not all, of their powers to committees consisting of one or more Directors, or of Directors and members. In this latter case, however, the majority of the members of any such committee shall be Directors.

.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 10 **COMMITTEES**

.1 A Committee formed in accordance with clause 9.12 above shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercising its powers to the earliest meeting of the Directors to be held after it has been done.

.2 A Committee shall elect a Chairman of its meetings, but if no Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the Committee shall choose one of their numbers to be Chairman of the meeting.

.3 The members of a Committee may meet and adjourn as they think proper.

Part 11 **SEAL**

.1 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

.2The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chairman and Secretary or the Chairman and Secretary-Treasurer.

Part 12 **BORROWING**

.1In 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

.2No debentures shall be issued by the Society without the approval by a special resolution proposed by the Board of Directors and approved by the members at a General Meeting.

.3The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.

Part 13 **AUDITOR**

.1This part applies only where the Society is required or has resolved to have an Auditor.

.2At each Annual General Meeting the Society, on the basis of an ordinary resolution presented by the Board of Directors, shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.

.3If the office of Auditor should become vacant at a time other than at the time of an Annual General Meeting, the Directors shall appoint an Auditor.

.4An Auditor may be removed on the basis of an ordinary resolution of the Board of Directors and passed at a General Meeting of the Society by a majority of members present and voting.

.5An Auditor shall be promptly informed in writing of appointment or removal.

.6No Director and no employee of the Society shall be Auditor.

.7The Auditor may attend General Meetings.

Part 14 **RULES OF ORDER**

.1All questions of procedure not covered by these Bylaws shall be resolved in accordance with Robert's Rules of Order.

Part 15 **NOTICES TO MEMBERS**

.1A notice may be given to a member, either personally or by mail to his or her registered address or by facsimile or email.

.2A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.

.3Notice of a General Meeting shall be given to:

- a) every member in good standing shown on the Register of Members on the day notice is given; and
- b) the Auditor, if Part 13 applies.

.4No other person is entitled to receive a notice of General Meeting.

Part 16 **BYLAWS**

.1These Bylaws shall not be altered or added to except by special resolution.

Part 17 **GENERAL**

.1On being admitted to membership, each member is entitled to receive, without charge, a copy of the Constitution and Bylaws of the Society

.2Copies of documents of the Society, other than those specified in clause 17.1 and minutes of in-camera Directors' meetings shall be available to members in good standing at fair market cost.

Part 18 **TRUST TO BE BINDING**

.1The affairs of the Society shall be carried out in accordance with and subject to the provisions of the Trust Indenture dated December 31, 1965 between the Sidney and North Saanich War Memorial Park Society and the Royal Trust Company as amended from time to time by order of a court of competent jurisdiction.