

CONSTITUTION

And

BYLAWS

Of the

SAANICH PENINSULA MEMORIAL PARK SOCIETY

Registered Address: 2243 Beacon Avenue Sidney, B.C.

V8L 1W9

Incorporation Certificate No. S-20029



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CONSTITUTION

1. The name of the Society is the "SAANICH PENINSULA MEMORIAL PARK SOCIETY"
2. The purpose of the Saanich Peninsula Memorial Park Society is:
 - To advance the public's appreciation of the arts by presenting and performing arts to the general public.
 - To advance the public's appreciation of the arts by providing a space for exhibiting visual art.
 - To provide a public amenity by establishing and maintaining a park in the District of North Saanich.
 - To provide a public amenity by establishing and maintaining an artistic space and multi-use community facility, and to provide unrestricted access to the Community Safety Building.



BYLAWS

Part 1. INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- a) "Board" means the directors of the Society elected or appointed in accordance with Part 5 of these Bylaws;
 - b) "Directors" means the directors of the Society for the time being;
 - c) "member in good standing" means a person who has paid their current membership dues and any other monies due and owing to the Society and who has not ceased to be a member under Part 2 hereof;
 - d) "registered address of a member" means his address as recorded in the register of members;
 - e) "Bylaws" means these Bylaws; as amended from time to time
 - f) "Societies Act" or the "Act" means the Societies Act of the Province British Columbia as amended from time to time;
 - g) "Society" means the Saanich Peninsula Memorial Park Society
- 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 specific gender include the other gender and a corporation.
- 1.4 Any conflict between these Bylaws and the Societies Act must be resolved in a timely manner.
- 1.5 These Bylaws specifically allow for the appointment of liaisons from local governments which have funding agreements with the Society. The Board may also accept liaisons from other agencies.



Part 2. MEMBERSHIP

- 2.1 Membership is restricted to persons resident in any of the following municipalities:
- a) The Town of Sidney,
 - b) The District of North Saanich,
 - c) The District of Central Saanich.
- 2.2 A person may apply to the Directors or the Director's representative for membership in the Society and the person becomes a member on the directors' acceptance of the application. The applicant may ask questions about the Society to the Executive Director or the Chair.
- 2.3 The members of the Society are those persons, who have become members, in accordance with these Bylaws and have not ceased to be a member.
- 2.4 The Board at its discretion may appoint a life membership to any person who has given to the Society unselfish and meritorious service.
- 2.5 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.6 The amount and due date of the membership dues shall be determined by an ordinary resolution approved at a general meeting.
- 2.7 A member is not in good standing and shall cease to be a member of the Society;
- a) on failure to pay the applicable annual dues;
 - b) on death;
 - c) on resignation;
 - d) on having been removed for cause; or
 - e) on ceasing to reside in the municipalities in 2.1 above.
- 2.8 A member who is not in good standing may not vote at a meeting of the members of the Society and may not introduce or consent to a resolution of members.
- 2.9 The affairs of the Society will be carried on without purpose of gain for its members, and any profit or income of the Society shall only be used for pursuing its purpose and objectives.
- 2.10 A member may be removed from the Society in accordance with the terms and conditions of the Societies Act and its Regulations.



Part 3. MEETINGS OF MEMBERS

- 3.1 A general meeting must be held at the time and place the Board determines.
- 3.2 An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
- 3.3 The Board may whenever it deems necessary, or shall, upon requisition in writing signed by ten (10) percent or more of the voting members of the Society, within two (2) weeks after the requisition is made, give notice of a special general meeting. Each requisition for a special general meeting must provide information on the purpose of the meeting and any or all special resolutions as defined in the Societies Act to be presented.
- 3.4 Fourteen (14) days' notice of every general meeting and every special general meeting, specifying the place, date and hour of the meeting, and in the case of any special resolution as defined in the Societies Act, the resolution(s) to be presented shall be given to all members in good standing and life members. Such notice shall be given to the members by electronic means or post to the address shown on the Society's register, but the accidental omission to give notice to a member or non-receipt by a member shall not invalidate the meeting or any proceedings thereat.
- 3.5 A notice of a special general meeting or 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.
- 3.6 A special general meeting or a general meeting shall be presided over by:
 - a) the individual, if any, appointed by the Board to preside as the chair; or
 - 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 the chair,
 - (i) the Chair, or
 - (ii) the Vice-Chair, if the Chair is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the chair.
- 3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be conducted at a general meeting unless a



- quorum of voting members is present.
- 3.9 The quorum for the transaction of business at a general meeting or special general meeting is fifteen (15) voting members or ten (10) percent of the voting members, whichever is greater.
- 3.10 If, within thirty (30) minutes from the time set for holding a general meeting or special 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.
- 3.11 If, at any time during a general meeting or special 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.
- 3.12 The chair of a general meeting or special 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.
- 3.13 The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting, if necessary;
 - b) determine that there is a quorum;
 - c) approve the agenda;
 - d) approve the minutes from the last general meeting;
 - e) deal with unfinished business from the last general meeting;
 - f) if the meeting is an Annual General Meeting,
 - (i) receive the directors report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous Annual General Meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;



- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - h) terminate the meeting.
- 3.14 At a general meeting or special 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 such a vote, two (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.
- 3.15 The chair of a general meeting or special general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.16 Voting by proxy is not permitted.
- 3.17 A matter to be decided at a general meeting or special 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.
- 3.18 The chair of the meeting may move or propose a resolution.
- 3.19 In case of an equality of votes, the chair 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.
- 3.20 Only members in good standing twenty-one (21) clear days prior to the date of any general or special general meeting shall be entitled to vote at the meeting.

Part 4. ROLE OF DIRECTORS

- 4.1 The directors must manage or supervise the management of the activities and the internal affairs of the Society.
- 4.2 Directors when performing their duties must;
- a) act honestly and in good faith and in the best interests of the Society;
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - c) act in accordance with the purpose of the Society;
 - d) act in accordance with these Bylaws, the Societies Act and any Regulations made thereunder;
 - e) ensure that the Society complies with all legal obligations including those under funding agreements and the Trust referred to in section 14.2; and



- f) disclose to the Board in a timely manner any direct or indirect material conflict of interest and, in addition, shall:
 - (i) leave any meeting during which any matter involving such conflict is discussed,
 - (ii) not attempt to influence the vote of the Board on such matter, and
 - (iii) abstain from voting thereon.

Part 5. DIRECTORS

- 5.1 There shall be;
 - a) not less than seven (7) and not more than nine (9) elected directors of the Society provided that a greater number of such directors may be authorized by special resolution passed at an Annual General Meeting;
 - b) two (2) ex officio directors being the:
 - (i) Immediate past chair of the Board; and
 - (ii) Chair of the Mary Winspear Centre Foundation or his or her representative.
- 5.2 Directors shall be elected from the members of the Society at each Annual General Meeting for two (2) 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. Elected Directors shall serve no more than 3 consecutive two (2) year terms. Directors may return to the Board after an absence of two (2) years.
- 5.3 As nearly as shall be practicable, there should be a balance in the number of elected Directors residing from each of the municipalities of Sidney and North Saanich.
- 5.4 A director may be removed from the Board in accordance with the Societies Act and its Regulations.
- 5.5 As required, 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, death, incapacity or removal from office of an elected director during the director's term of office.
- 5.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired term of office of the individual whose departure from office created the vacancy.
- 5.7 No director may be remunerated for being or acting as a director but a director shall be reimbursed for expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 5.8 A director ceases to hold office when



- a) the term of office for which the director was elected or appointed expires;
- b) the director resigns or dies; or
- c) the director is removed in accordance with the Societies Act.

Part 6. DIRECTORS MEETINGS

- 6.1 A Directors meeting may be called by the Chair of the Society or by any three (3) other Directors.
- 6.2 At least two (2) days notice of a Directors meeting must be given by mail or electronic means unless all the Directors agree to a shorter notice period.
- 6.3 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.
- 6.4 The Directors may regulate their meetings and proceedings as required by the Constitution and Bylaws.
- 6.5 The quorum necessary to conduct the business of the Directors shall be a majority of the Directors
- 6.6 The Chair shall chair all meetings of the Board of Directors. If at a meeting the Chair is not present within fifteen (15) minutes after the appointed time for holding the meeting, the Vice-Chair shall act as chair. If neither is present, the Directors present may choose one of their numbers to chair the meeting.
- 6.7 Resolutions arising at any meeting of the Directors shall be decided by a majority of votes.
- 6.8 In case of an equality of votes, the chair of the meeting does not have a second or casting vote, and the proposed resolution shall not pass.
- 6.9 The chair of a meeting may move or propose a resolution.
- 6.10 A resolution in writing, signed and approved by all Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
- 6.11 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 statute or otherwise lawfully directed or required to be exercised or done by the Society, but subject, nevertheless, to:
 - a) all laws and regulations 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 a general meeting.

- 6.12 No rule made by the Society at a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.13 For 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.
- 6.14 A director who is or may be temporarily absent 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 Board, 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 other than a director who has given notice under this clause is present, be valid and effective.

Part 7. OFFICERS

- 7.1 Directors must be elected or appointed to the following Board positions;
- a) Chair;
 - b) Vice-Chair;
 - c) Secretary;
 - d) Treasurer.
- 7.2 A director other than the Chair, may hold more than one (1) position described in clause 7.1.
- 7.3 The Chair is the chair of the Board of Directors of the Society and shall supervise the Board in the execution of its duties.
- 7.4 The Vice-Chair shall carry out the duties of the Chair during his absence or if unable to act.
- 7.5 The Treasurer shall, unless some other person or persons has been delegated to carry out the following responsibilities:
- a) keep such financial records, including books of account, as are necessary to comply with the Societies Act;



- b) in a timely manner, provide the Society's financial statements in accordance with the Societies Act and its Regulations;
 - c) the Treasurer shall sit as chair of the Finance Committee.
- 7.6 The Secretary shall, unless some other person or persons has been delegated to carry out the following responsibilities:
- a) conduct the correspondence of the Society;
 - b) issue notices of meetings of the Society;
 - 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) maintain the register of members; and
 - f) the Secretary shall sit as chair of the Governance Committee.
- 7.7 In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 7.8 The officers shall be elected annually by the Board, from among the Directors, at a Board meeting which shall be called within two (2) weeks of the Annual General Meeting, and at such other times as may be required.
- 7.9 The elections of officers may be by acclamation; otherwise they shall be by secret ballot.
- 7.10 If an officer ceases to be an officer before the end of their term of office, the Board may elect a director in good standing to fill the vacancy for the balance of the officer's term.

Part 8. COMMITTEES

- 8.1 The Board may, as they think fit, strike committees consisting of one (1) or more directors, or of directors and members. The chair shall be appointed by the Board. Staff and non-members may be invited by the Committee Chair to sit as a member of the committee. The Board shall provide each committee with terms of reference.
- 8.2 A committee formed in accordance with clause 8.1 above shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every conclusion or result arrived at in exercising its powers to the earliest meeting of the Board to be held after it has been completed.
- 8.3 Resolutions arising from a committee constituted in accordance with 8.1 above, shall be decided by a majority of votes of the committee and must be presented to the Board for its approval.



Part 9. REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 9.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Societies Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 9.2 A contract, financial instrument or other record to be signed by the Society must be signed on behalf of the Society:
- a) by the Chair, together with one (1) other director, or
 - b) if the Chair is unable to provide a signature, by the Vice-Chair together with one (1) other director, or
 - c) if the Chair and Vice-Chair are both unable to provide signatures, by any two (2) other directors, or
 - d) in any other case, by one (1) or more individuals authorized by resolution of the Board to sign a contract, financial instrument or other record, on behalf of the Society.

Part 10. INVESTMENT AND BORROWING POWERS

- 10.1 The Society may make any investments which a prudent investor might make.
- 10.2 The Board may borrow money, issue bonds, debentures or other evidences of debt obligations at any time, to any person and for any consideration provided that the terms of the borrowing are determined by the Board to be those that a prudent borrower would make.
- 10.3 A debenture may not be issued by the Board without the authorization of a special resolution.
- 10.4 The members may by special resolution restrict the borrowing powers of the Board

Part 11. AUDIT AND FINANCIAL REPORTING

- 11.1 At each Annual General Meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 11.2 An auditor may be removed by an ordinary resolution at a general meeting in accordance with the Societies Act and its Regulations
- 11.3 If the office of auditor should become vacant at a time other than at the time of an Annual General Meeting, the Board shall appoint an auditor.
- 11.4 An auditor shall be promptly informed in writing of appointment or removal.
- 11.5 At least ten (10) days before the date of each Annual General Meeting, the Society must



send to the auditor and to each member a copy of:

- a) the financial statements that are to be presented at the meeting, and
- b) the auditor's report, as defined in section 1 of the Societies Act, on those financial statements.

11.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the Societies Act.

Part 12. MEMBERS ENTITLEMENTS

12.1 Notices sent by mail shall be deemed to have been delivered 3 days after the date of mailing or, if sent electronically, delivered on the day after it was sent.

12.2 A member of the Society may in any manner waive the member's entitlement to notice in accordance with section 79 of the Societies Act and its Regulations.

12.3 On being admitted to membership each member on request is entitled to and must be given without charge a copy of the Constitution and Bylaws of the Society.

12.4 These Bylaws must not be altered or amended except by special resolution.

Part 13. PREVIOUSLY UNALTERABLE CLAUSES

13.1 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.

13.2 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.

13.3 Clauses 13.1, 13.2 and 13.3 are unalterable in accordance with Section 22 of the Society Act of British Columbia (Chapter 390, RSBC, 1980)

Part 14. DECLARATION OF TRUST

14.1 The Society is a charitable one and it is acknowledged that all its investments and properties, including the income therefrom, are and will be held in trust to further the purpose of the Society. In the event that the Society ceases to exist or is liquidated, all property and resources shall be transferred to the Mary Winspear Centre Foundation, its successors or assigns.



NOTE TO MEMBER - SOCIETY AS TRUSTEE

14.2 The Society is the Court Appointed Successor Trustee of a Trust Indenture dated December 31st, 1965 between the Sidney and North Saanich Memorial Park Society and the Royal Trust Company which has been amended from time to time by order of a Court with competent jurisdiction. The Society shall administer the Trust in accordance with its terms as they are now or as they shall be amended from time to time by order of a court with competent jurisdiction.

Part 15. REGISTERED OFFICE AND RECORDS

- 15.1 The Society will keep all of the records required by the Societies Act at its registered office including:
- a) the Society's certificate of incorporation
 - b) the constitution of the Society
 - c) the bylaws of the Society
 - d) the statement of directors and registered office of the Society
 - e) the financial records, including books of account, as are necessary to comply with the Act.
 - f) the minutes of all meetings of the Society and Directors and the register of members.

