

## **SECTION 1 - ADMINISTRATION**

### **1.5 Agreements**

#### **1.5.1 Fraser Basin Property Society Constitution and Bylaws**

### **FORM 3 CONSTITUTION**

1. The name of the Society is FRASER BASIN PROPERTY SOCIETY (hereinafter referred to as the “Society”.)
2. The purpose of the Society is to carry on activities dedicated to the advancement of education and the advancement of religion.
3. The activities, organization and operation of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives.
4. The Society is a charitable one, and acknowledges that all investments and property thereof, including the income therefrom is and will be held in trust pursuant to the Constitution and Bylaws of the Society to further the objects of the Society.
5. In the event of dissolution or winding up of the Society in accordance with the provisions of the Society Act, all remaining assets after payment of liabilities, shall be distributed to other registered charitable organizations as the board may designate.
6. The Society may not hold real property, except legal title to real property held in trust for a parish. Subject to any specific direction by a donor the Society may invest any funds entrusted to it in such manner as the board shall see fit and prudent, as if the Society were a person of full age and competency and beneficially entitled thereto. The Society shall have responsibility for and undertake a building approval function for real property to which it holds legal title.
7. The provisions of paragraphs 3, 4, 5, 6 and this clause are unalterable.

### **BY-LAWS**

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

## **BY-LAWS OF FRASER BASIN PROPERTY SOCIETY**

### **PART 1 – INTERPRETATION**

1. (1) **In these by-laws, unless the context otherwise requires,**
  - (a.) **“board” means the board of directors of the Society;**
  - (b.) **“by-laws” means the by-laws of the Society;**
  - (c.) **“director” means a director duly elected to hold office in the Society;**
  - (d.) **“ordinary resolution” means resolution passed at a general meeting by the members of the Society by a simple majority of the votes cast in person;**
  - (e.) **“registered address” of a member means his address as recorded in the register of members;**
  - (f.) **“Society” means the Fraser Basin Property Society;**
  - (g.) **“Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;**
  - (h.) **“special resolution” means a resolution passed at a general meeting by the members of the Society by 75% of the votes cast in person.**
- (2) **The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.**
2. **Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.**

### **PART 2 – MEMBERSHIP**

3. **The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.**
4. **Membership in the Society shall consist of the applicants for incorporation of the Society and by unanimous vote members of the Society may appoint individuals to membership in order to fill vacancies caused by death or resignation.**
5. **Every member shall uphold the constitution and comply with the by-laws.**
6. **The amount of the first annual membership dues shall be \$25.00 and thereafter the membership dues shall be determined by the annual general meeting of the Society.**
7. **A 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 in the case of a corporation on dissolution, or
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (1.) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2.) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3.) The 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.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

### PART 3 – MEETINGS OF MEMBERS

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever they think fit, convene an extraordinary general meeting.
13. (1.) Notice 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.
- (2.) 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.
14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall 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.



**PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

15. Special business is
- (a.) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b.) all business that is 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) such other business as, under these by-laws, 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.
16. (1.) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2.) If 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 present or until the meeting is adjourned or terminated.
- (3.) A quorum is not less than 50% of members in the Society but never less than 5 members or such greater number as the members may determine at a general meeting.
17. 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, 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 is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to By-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
19. 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 directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

20.
  - (1.) A 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.
  - (2.) When 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.
  - (3.) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21.
  - (1.) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
  - (2.) In case of an equality of votes 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.
22.
  - (1.) A member in good standing present at a meeting of members is entitled to one vote.
  - (2.) Voting is by show of hands.
  - (3.) Voting by proxy is not permitted.
23. 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 shall be reckoned as a member for all purposes with respect to a meeting of the Society.

#### PART 5 – DIRECTORS AND OFFICERS

24.
  - (1.) The 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 by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
    - (a.) all laws affecting the Society,
    - (b.) these by-laws, and
    - (c.) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
  - (2.) No 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.



25. The president, vice president, secretary/treasurer and all members shall be the directors of the Society unless the number of directors is otherwise determined at a general meeting.
- 26.
- (1.) The directors shall retire from office at each annual general meeting when their successors shall be elected.
  - (2.) Separate elections shall be held for each office to be filled.
  - (3.) An election may be by acclamation, otherwise it shall be by ballot.
  - (4.) If no successor is elected the person previously elected or appointed continues to hold office.
- 27.
- (1.) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - (2.) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 28.
- (1.) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
  - (2.) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

#### PART 6 – PROCEEDING OF DIRECTORS

- 31.
- (1.) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2.) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
  - (3.) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.

- (4.) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
32. (1.) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.  
(2.) A committee so formed in the exercise of the powers so delegated 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 exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. 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 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. 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 the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, 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 shall 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.
37. (1.) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.  
(2.) In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. 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 7 – DUTIES OF OFFICERS**

40. The president shall
- (a.) preside at all meetings of the Society and of the directors, and
  - (b.) be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
41. The vice-president shall, in the absence of the president or in case of his inability to act, carry out all the duties and assume all the responsibilities of the president.
42. The secretary shall
- (a.) cause notice to be given of all meetings,
  - (b.) cause an accurate and complete recording to be kept of the minutes of all general and extraordinary meetings of the Society and of all meetings of the board and its committees,
  - (c.) be responsible for the custody of all official documents of the board,
  - (d.) cause all correspondence to be attended to,
  - (e.) perform such other duties as ordinarily pertain to his office, and
  - (f.) be responsible for the custody of the funds of the Society and depositing same in the name of the Society in accordance with the instructions of the board and shall keep proper records containing accurate accounts of all receipts and disbursements and shall perform all such other duties as may from time to time be assigned to him.
43. The 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.
- 44.
- (1.) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.



**PART 8 – SEAL**

46. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
47. The 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 president and secretary or president and secretary-treasurer.

**PART 9 – BORROWING**

48. (1) The Society may borrow money to carry out its purposes in accordance with the Society Act.
- (2) The Society may execute a mortgage of the legal title to real property which is held in trust for a parish PROVIDED the approval function referenced in paragraph 6 of the Constitution has been undertaken in the manner outlined in By-laws 48 (3.), (4.), and (5.).
- (3) In fulfillment of its building approval function set out in paragraph 6 of the Constitution, the Society by special resolution must give its consent to any project or acquisition requiring registration of any debt instrument against any legal title to real property held by the Society in trust for a parish, PRIOR to a building permit or other civic authority approval being issued.
- (4) For greater certainty in fulfilling the building approval function set out in paragraph 6 of the Constitution, legal title to real property held in trust shall not be transferred to any entity, person, or third party without first receiving a written request approved by a duly held vestry meeting of the parish and passing a special resolution of the Society.
- (5) Each parish for whom the Society holds legal title to real property in trust, shall consent in writing to paragraphs 48 (2.) (3.) and (4.) of these By-laws at the time legal title to real property is registered in favour of the Society.

**PART 10 – AUDITOR**

49. This Part applies only where the Society is required or has resolved to have an auditor.
50. The first auditor shall be appointed by the directors at their first meeting after the incorporation of the Society and the Society shall fill all vacancies occurring in the office of the auditor thereafter.

51. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
52. An auditor may be removed by ordinary resolution.
53. An auditor shall be informed forthwith in writing of appointment or removal.
54. No director and no employee of the Society shall be auditor.
55. The auditor may attend general meetings.
56. The auditor shall be supplied with a copy of the financial reports and it shall be his duty to examine the same with the accounts and vouchers of the Society.
57. The auditor shall at all reasonable times have access to the books and accounts of the Society.
58. The auditor shall make an annual report to the board and shall state whether in his opinion the financial report are full and fair reports perfectly drawn up so as to represent fairly the financial position of the Society.

#### PART 11 – NOTICES TO MEMBERS

59. A notice may be given to a member, either personally or by mail to him at his registered address.
60. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
61. (1) Notice of a general meeting shall be given to
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies(2) No other person is entitled to receive a notice of general meeting.

#### PART 12 – BY-LAWS

62. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.
63. These by-laws shall not be altered or added to except by special resolution.

Dated the 30<sup>th</sup> day of October, 2001.





File Number: S-43880

**FRASER BASIN PROPERTY SOCIETY**

**I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on November 09, 2001**

**JOHN S. POWELL**  
**Registrar of Companies**

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**Ministry of  
Finance and  
Corporate Relations**

Corporate and Personal  
Properties Registries

Mailing Address:  
PO Box 9431 Stn Prov Govt  
Victoria B.C. V8W 9V3

Location:  
Second Floor  
940 Blanshard Street  
Victoria



NUMBER: S-43880

**SOCIETY ACT**

**CERTIFICATE OF INCORPORATION**

*I Hereby Certify that*

**FRASER BASIN PROPERTY SOCIETY**

has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia*

*on November 09, 2001*



JOHN S. POWELL  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA