

## **Society Act**

### **CONSTITUTION OF THE CATES HILL NEIGHBOURHOOD ASSOCIATION**

1. The name of the association is the “Cates Hill Neighbourhood Association,” hereinafter referred to as “the association.”
2. The purposes of the association are:
  - a) To promote and foster the special interests of the Cates Hill neighbourhood;
  - b) To create a forum for discussion and understanding between neighbours on Cates Hill;
  - c) To help form good bonds and friendly relationships through social interaction;
  - d) To disseminate information regarding issues that affect the neighbourhood;
  - e) To represent the association’s positions publicly to other official bodies.

### **BYLAWS**

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

#### *Part 1 – Interpretation*

1. In these bylaws, unless the context otherwise requires,
  - a) “directors” means the directors of the association for the time being;
  - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c) “Cates Hill” means the lands comprising all the lots in District Lot 489, Lot 3 of District Lot 1347 Plan 2230, and that part of District Lot 490 lying south of Government Road and adjacent to District Lot 489, New Westminster Group 1 Land District.
  - d) “registered address” of a member means his email address, or mailing address, as recorded in the register of members.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. 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*

4. The members of the association are the applicants for incorporation of the association, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

5. There shall be two (2) classes of membership in the association, namely "Property Owing Membership" and "Associate Membership." Memberships are not transferable except where transfers are provided for by the bylaws.
  - a) "Property Owing Membership" means those persons or businesses who own property located on Cates Hill, and whose application for membership in the association has been accepted by the directors. To obtain a Property Owing Membership, the owner or a person on behalf of the owner must pay the prescribed entrance fees, dues and levies, which are not transferable to any other property, as membership is attached to the property and not the owner. In the case of a family owning more than one property on Cates Hill, they are entitled to a maximum of two Property Owing Memberships. A business that owns one or more properties on Cates Hill is entitled to one, and only one, Property Owing Membership. A strata corporation shall not be entitled to a Property Owing Membership, but each owner within the strata corporation shall be entitled to one Property Owing Membership. In the case of a family owning more than one strata unit of a strata corporation, they are entitled to a maximum of two Property Owing Memberships.
  - b) "Associate Membership" means those persons who do not own property on Cates Hill, and whose application for membership in the association has been accepted by the directors. To obtain an Associate Membership, the applicant must pay the prescribed dues and levies. An Associate Membership will be granted to the end of the current calendar year, at the end of which time the membership may be renewed by the association.
6. The entrance fees, annual dues and levies for memberships shall be such amounts as may be determined from time to time by the directors.
7. Nothing herein contained shall entitle any member to a refund of an entrance fee, annual dues or levy save in the absolute discretion of the directors.
8. Every member shall uphold the constitution and comply with these bylaws.
9. A person shall cease to be a member of the association:
  - a) by delivering his resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association;
  - b) on his death or in the case of a corporation on dissolution;
  - c) on being expelled; or
  - d) on having been a member not in good standing for twelve (12) consecutive months. Such member may be readmitted by the directors upon such evidence as they may consider satisfactory of full payment of the indebtedness due.
10. In the case of resignation, a member shall remain liable for payment of any indebtedness which became payable by him to the association prior to acceptance of his resignation.
11. A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. 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.

12. 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 association and he is not in good standing so long as the debt remains unpaid.

*Part 3 – Meetings of Members*

13. General meetings of the association shall be held at the time and place in the Province of British Columbia that the directors decide.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The directors may, when they think fit, convene an extraordinary general meeting. In addition, ten percent (10%) or more Property Owning Members may at any time by notice in writing, specifying the purpose of the meeting, require the directors to call an extraordinary general meeting of the association and the directors shall thereupon call such a meeting. Failure to call such a meeting within fifteen (15) days shall empower the requisitioners to fix a time and place for the required meeting by a statement signed by a majority of the requisitioners. Such statement shall be promptly delivered to the president of the association.
16. Notice of a general meeting shall specify the place, day, and hour of the meeting, and in the case of special business, the general nature of that business. The notice must be mailed or delivered not less than fifteen (15) days or more than thirty (30) days before the day of the meeting. 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.
17. The first annual general meeting of the association shall be held not more than fifteen (15) months after the date of incorporation and after that 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.
18. A resolution in writing signed by all the members of the association shall be as valid and effectual as if it had been passed at a general meeting duly called and constituted.

*Part 4 – Proceedings at General Meetings*

19. Special 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.
20. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present. 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.
  21. A quorum is five (5) members present or represented by proxy, or a greater number that the members may determine at a general meeting.
  22. Each Property Owning Member shall be entitled to one vote. Associate Members shall have no voting privileges. Votes of members in good standing may be given personally or by valid written proxy at any meeting of the association. No member shall be entitled to vote at any meeting unless all debts and obligations presently payable by him to the association have been paid in full. Voting is by show of hands. All proxies shall be in writing and shall be valid for one meeting and any adjournment thereof and not otherwise. Proxies shall be filed with the president of the association. Any proxy may be revoked by the member who gave the proxy. All revocations of proxies shall be in writing and shall not have effect until delivered to the president.
  23. If within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
  24. Subject to bylaw 25, the president of the association, the vice president or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
  25. If at a general meeting:
    - a) there is no president, vice president or other director present within fifteen (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 chair, the members present shall choose one of their number to be chair.
  26. 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. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
  27. The chair of a meeting may move or propose a resolution. 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.

28. A business with a valid Property Owning Membership may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member. That representative shall be reckoned as a member for all purposes with respect to a meeting of the association.

*Part 5 – Directors and Officers*

29. The directors may exercise all the powers and do all the acts and things that the association 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 association in general meeting, but subject, nevertheless, to:
  - a) all laws affecting the association;
  - b) these bylaws; and
  - c) rules, not being inconsistent with these bylaws, which are made from time to time by the association in general meeting.
30. No rule, made by the association in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
31. The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the association. The directors of the association shall consist of not less than five (5) and not more than ten (10) members. In the year 1997, at least three (3) directors shall be elected for a term of two (2) years, and at least two (2) directors shall be elected for a term of one (1) year. Annually thereafter, up to five (5) directors shall be elected for a term of two (2) years. Any retiring directors shall be eligible for re-election.
32. Separate elections shall be held for each office to be filled. An election may be made by acclamation, otherwise it shall be by ballot. If no successor is elected, the person previously elected or appointed continues to hold office.
33. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the association, but is eligible for re-election at the meeting.
34. If a director resigns his office, or without reasonable excuse absents himself from three (3) or more directors' meetings, or is expelled from the association, or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
35. 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.
36. No director 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 association.

*Part 6 – Proceedings of Directors*

37. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office. The president shall be chair of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice president shall act as chair; but if neither is present, the directors present may choose one of their number to be chair at that meeting.
38. Meetings of the directors may be formally called by the president or vice president, or by the secretary on direction of the president or vice president, or by the secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned, faxed, or mailed to each director not less than three (3) days before the meeting is to take place. No formal notice of any such meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. The directors may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such regular meeting no notice need be sent.
39. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules 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. The members of a committee may meet and adjourn as they think proper.
40. 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 constituted, if a quorum of the directors is present.
41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the association a waiver of notice, which may be by letter, telegram, telex, cable, or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - a) no notice of meeting of directors shall be sent to that director; and
  - b) any and all meetings of the directors of the association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
42. Questions arising at a meeting of the directors or committee of directors shall be decided by a majority of votes. In case of an equality of votes, the chair does not have a second or casting vote.
43. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
44. A resolution in writing, signed by all the directors and placed within the minutes of the directors, is valid and effective as if regularly passed at a meeting of directors.

*Part 7 – Duties of Officers*

45. The president shall preside at all meetings of the association and of the directors. The president is the chief executive officer of the association and shall supervise the other officers in the execution of their duties.
46. The vice president shall carry out the duties of the president during his absence.
47. The secretary shall:
  - a) conduct the correspondence of the association;
  - b) issue notices of meetings of the association and directors;
  - c) keep minutes of all meetings of the association and directors;
  - d) keep custody of all records and documents of the association except those required to be kept by the treasurer;
  - e) have custody of the common seal of the association, if any; and
  - f) maintain the register of members.
48. The treasurer shall:
  - a) keep the financial records, including books of account, necessary to comply with the Society Act; and
  - b) render financial statements to the directors, members and others when required.
49. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer. When a secretary treasurer holds office, the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw 31.
50. 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*

51. The directors may provide a common seal for the association and may destroy a seal and substitute a new seal in its place.
52. 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*

53. In order to carry out the purposes of the association the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures, provided however that none of these powers shall be exercised without the sanction of a special resolution of the association.

*Part 10 – Books and Records*

- 54. The books and records of the association shall be open to the inspection of the members at all reasonable times.
- 55. The directors shall present before the members of the association at the annual general meeting a financial statement showing the income and expenditure of the club during the preceding fiscal year.
- 56. The fiscal year of the association shall terminate at such time as the directors shall determine.

*Part 11 – Notices to Members*

- 57. A notice may be given to a member either personally or by email or by mail to him at his registered address.
- 58. 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 the notice was properly addressed and put in a Canadian post office receptacle.
- 59. A notice sent by email shall be deemed to have been given on the day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was sent to a valid email address.
- 60. Notice of a general meeting shall be given to every member shown on the register of members on the day the notice is given. No other person is entitled to receive a notice of general meeting.

*Part 12 – Bylaws*

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

Dated at Bowen Island, British Columbia, this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

Witness(es)

Applicants for Incorporation

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Full name: Larry Adams  
Resident address: 1231 Miller Road  
  
Bowen Island, B.C. V0N 1G0

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Full name: John Lecky  
Resident address: 1489 Williams Road  
  
Bowen Island, B.C. V0N 1G0

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Full name: Larry Adams  
Resident address: 1231 Miller Road  
Bowen Island, B.C. V0N 1G0

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Full name: Clifford Rowlands  
Resident address: 662 Cates Lane  
Bowen Island, B.C. V0N 1G0

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Full name: Larry Adams  
Resident address: 1231 Miller Road  
Bowen Island, B.C. V0N 1G0

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Full name: Bernard Tague  
Resident address: 736 Minnows Lane  
Bowen Island, B.C. V0N 1G0

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Full name: Larry Adams  
Resident address: 1231 Miller Road  
Bowen Island, B.C. V0N 1G0

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Full name: Joanne Berry  
Resident address: 615 Cates Hill Road  
Bowen Island, B.C. V0N 1G0

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Full name: Larry Adams  
Resident address: 1231 Miller Road  
Bowen Island, B.C. V0N 1G0

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Full name: Wolfgang Duntz  
Resident address: 1149 Miller Road  
Bowen Island, B.C. V0N 1G0

Amended by Special Resolution at the Annual General Meeting, 03-Nov-2010, to enable email notices to be given to members (Owen Plowman, Secretary)