

## **SOCIETY ACT**

(RSBC 1996) Chapter 433

### **CONSTITUTION**

1. The name of the Society is **SPIDER LAKE SPRINGS CAMPERS ASSOCIATION**.
2. The purpose(s) of the Society are:
  - (a) to provide direction for the operation, development, and maintenance of Spider Lake Springs Resort for the benefit and enjoyment of the membership.
  - (b) To provide similar or related services as recommended by the membership and executive.
3. In the event of dissolution of the Society, the assets remaining, after all debts have been paid or provision for payment has been made, shall be paid, transferred or delivered to the Bow Horne Bay Volunteer Fire Department or a like organization and this shall be an unalterable provision.

### **BYLAWS**

#### **PART 1 – INTERPRETATION**

1. (1) In these bylaws, unless the context otherwise requires,
  - “**Directors**” means the directors of the Society for the time being;
  - “**Society Act**” means the *Society Act of British Columbia* from time to time in force and all amendments to it;
  - “**Registered address**” of a member means the member’s 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.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
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 bylaws and, in either case, have not ceased to be members.
4. A person who is qualified to become a member as hereinafter set out may apply to the directors for membership in the Society and on acceptance by the Directors, is a member.
5. Every member must uphold the constitution and comply with these bylaws.

6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Society.
7. A person ceases to be a member of the Society
  - (a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
  - (b) on his or her 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 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 a special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member:
  - (a) who has failed to pay his or her current annual membership fee within 90 days after it is due;
  - (b) who has failed to pay any other subscription or debt due and owing by a member to the Society within 90 days after it is due and the member is not in good standing so long as the debt remains unpaid;
  - (c) who has not paid the purchase price in full of the member's share in the Spider Lake Springs Holdings Inc.
10. In order to hold membership in the Society a person must:
  - (a) be a shareholder of Spider Lake Springs Holdings Inc.; and
  - (b) be entitled to a beneficial interest in and to one of the three hundred and ten developed recreational sites at Spider Lake Springs.
11. An individual or corporation who owns more than one Class B Common Share in the capital of Spider Lake Springs Holdings Inc., and more than one beneficial interest in the Land shall not hold more than one membership in the Society, but shall be entitled to one vote per Class B Common Share held.
12. In the event a preferred share or a Class B common share in the capital of Spider Lake Springs Holdings Inc. and the associated beneficial interest in and to the Lands of the Company are owned by more than one person and/or corporation, only one of the co-owners of such a share and beneficial interest may be entitled to membership in the Society; Provided however, in the event two or more persons are co-owners of more than

one share, an individual co-owner may be designated to become a member of the Society for each share that the said co-owners own.

13. The number of memberships in the Society shall be limited to three hundred and ten (310).

### **PART 3 – MEETINGS OF MEMBERS**

14. General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, as the directors decide.
15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
16. The directors may, when they think fit, convene an extraordinary general meeting.
17. (1) Notice of a general meeting must specify the place, the day and the 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 notices does not invalidate proceedings at that meeting.
18. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
19. The directors shall, upon receipt of a written request delivered to the Secretary of the Society and signed by not less than thirty-one (31) Members, or 10% of the Members in good standing, whichever is less, convene an extraordinary meeting of the Members.

### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

20. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and,
- (b) all business conducted at an annual general meeting, except the following:
- (i) the adoption of rules or 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;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

21.
  - (1) Business, other than election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is twenty (20) members present or such greater number as the members may determine at a general meeting.
22. 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, must be terminated, but in any other case, it must 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.
23. Subject to Bylaw 19, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present must preside as chair of a general meeting.
24. 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 other Directors present are unwilling to act as the Chair,the members present must choose one of their number to be the chair.
25.
  - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
26.
  - (1) A resolution proposed at a meeting must be seconded. The person Chairing a meeting may not move or propose a resolution.
  - (2) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

27. (1) A member in good standing present at a meeting of the members is entitled to one vote.
- (2) voting at a general meeting shall be show of hands unless a poll is demanded by a member or proxy holder entitled to attend the meeting.
- (3) Voting by proxy shall be permitted as hereinafter set out in part 13.
28. 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 must be considered as a member for all purposes with respect to a meeting of the Society.

#### **PART 5 – DIRECTORS AND OFFICERS**

29. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by These bylaws or by statue or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to;
- (a) all laws affecting the Society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule, made by the Society in general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
30. (1) Until the first general meeting of the Society the number of Directors shall be five (5). They shall appoint from their number an individual to act as President, Vice President, Secretary, and Treasurer.
- (2) At the first general meeting of the Society the number of Directors shall be increased to eleven (11).
- (3) The Board of Directors shall include four (4) Directors who shall be called Executive Directors and who shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Directors shall be elected by the membership at large.
- (4) The Board of Directors shall also include seven (7) Directors who shall be called the Section Directors and who shall be elected as follows:
- (a) The Resort shall be divided into seven (7) geographical areas to be designated alphabetically from “A” to “G”. Each geographical area shall include no less than twenty-five (25) and no more than fifty-six (56) individual campsites.
  - (b) Each geographical area shall elect one Director as its representative on the Board of Directors. A Section Director must be a member in good

standing who owns an interest in a campsite in the geographical area for which he is elected.

- (c) Elections for Section Directors shall be by the Members owning lots in the geographical section for which the Director is elected only.

31. (1) The Directors must retire from office at each annual general meeting when their successors are elected.
- (2) The term of office for each Director shall be two (2) years from the date of election. For the purpose of continuity, election of Directors shall be staggered in the following fashion:  
Year 1 – election of President, Secretary, and Directors for sections A, C, E and G.  
Year 2 – election of Vice President, Treasurer, and Directors for sections B, D and F..
- (3) An election may be acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
32. (1) The Directors may at any time and from time to time appoint a member as a Director to fill any vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at that meeting
33. (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.
- (2) An act or Proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in the office.
34. The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
35. A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
36. In the event a Director fails to attend three (3) consecutive meetings of the Board of Directors which have been duly called with proper notice, the Board of Directors may remove the Director from office.

## **PART 6 – PROCEEDING OF DIRECTORS**

37. (1) The Directors may meet at the places as they think fit to conduct 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 to conduct business, and unless so set in the quorum is a majority of the Directors then in office.
- (3) The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present the Directors present may choose one of their number to be Chair at that meeting.
- (4) A Director may at any time, and the Secretary on the request of a Director, must convene a meeting of the Directors.
38. (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
39. A committee must elect a chair of its meetings; but if no chair is elected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be chair of the meeting.
40. The members of a committee may meet and adjourn as they think proper.
41. 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.
42. A Director who may be absent temporarily from the Province of British Columbia for a period exceeding fourteen (14) days, shall send or deliver to the Society a waiver of Notice which may be by letter, telegram, telex, cable or facsimile of any meeting of the Directors. The notice shall set out, inter alia, the date upon which the Director will return to the Province of British Columbia. It shall not be necessary to notify that Director, during his or her absence from the Province of British Columbia, of any meetings of the Directors until after the time specified in the notice of his or her return. Any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
43. (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) Each member of the Board of Directors or a Committee of the Board of Directors shall have one vote. In the case of a tie vote the Chair shall have a casting vote.

44. A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
45. 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.
46. The Board of Directors shall establish a standing Committee which shall be the Executive Committee and which shall consist of the four Executive Office being the President, Vice-President, Secretary and Treasurer. The Executive Committee shall have the authority to act upon those matters which they, in their discretion, deem emergent, without convening a meeting of the entire Board of Directors. A quorum of the Executive Committee shall be three (3) Executive Officers. Any resolution of this Executive Committee must be ratified by the full Board of Directors at the next meeting of the Board thus ensuing.

#### **PART 7 – DUTIES OF OFFICERS**

47. (1) The President presides at all meetings of the Society and of the Directors.  
 (2) The President is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.
48. The Vice-President must carry out the duties of the President during the President's absence.
49. The Secretary must do the following:
  - (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and 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.
50. The treasurer must:
  - (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.
51. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

#### **PART 8 – SEAL**

52. The Directors may provide a common seal for the Society and may destroy a Seal and substitute a new Seal in its place.

53. The Common Seal must be affixed only when authorized by a Resolution of the Directors and then only in the presence of the person or persons specified in the Resolution, or if no persons are specified in the Resolution, in the presence of the president and one other Executive Director.

## **PART 9 – BORROWING**

54. In 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
55. A debenture must not be issued without the authorization of a Special Resolution.
56. The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

## **PART 10 – AUDITOR**

57. This Part applies only if the Society is required or has resolved to have an auditor.
58. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of the auditor.
59. At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
60. An auditor may be removed by ordinary resolution.
61. An auditor must promptly informed in writing of the auditor's appointment or removal.
62. A Director or employee of the Society must not be its auditor.
63. the auditor may attend annual general meetings.

## **PART 11 – NOTICES TO MEMBERS**

64. A Notice may be given to a member, either personally or by mail to the member at the member's registered address.
65. A Notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that Notice has been given, it is sufficient to prove the Notice was properly addressed and put in a Canadian post office receptacle.
66. (1) Notice of a general meeting must 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 notice of a general meeting.

**PART 12 – BYLAWS**

67. On being admitted to membership, each member is entitled to, and the Society must give the member, without charge, a copy of the constitution and bylaws of the Society.
68. These bylaws must not be altered or added to except by Special Resolution.

**PART 13 – FORM AND USE OF PROXIES**

69. Every member entitled to vote at a general meeting may, by proxy, appoint a proxyholder, who need not be a member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
70. Every proxyholder has the same rights as the Member who appointed the proxyholder to speak at the meeting, but, the proxyholder is not entitled except on a poll to vote the membership represented by the proxy.
71. Every proxy ceases to be valid after the meeting for which it was given.
72. Every proxy must contain:
  - (1) the date it is signed;
  - (2) the name of the Member and the name of the proxyholder;
  - (3) the date of the meeting for which the proxy may be used.
73. Every proxy may be revoked by an instrument in writing.
74. The Directors may, by resolution, set a time not exceeding 48 hours excluding Saturdays, Sundays, and Statutory holidays preceding any meeting of the members, before which time proxies to be used at that meeting must be delivered to the Secretary of the Society, and any period of time so set must be specified in the notice calling the meeting.

Dated: the 21<sup>st</sup> day of February, 1999

Witness(es)

Applicants for Incorporation

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