

BYLAWS OF THE MATURE ACTION COMMUNITY SOCIETY

Part 1. — Definitions and Interpretation

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2. — Members

Application for Membership

2.1 A person 55 years of age or older, may apply to the Board for membership in the Society and on acceptance of the application by the Board shall become a member.

Duties of Members

2.2 Every member shall uphold the constitution of the Society and comply with these Bylaws

Amount of membership dues

2.3 The annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members

Termination of membership

2.6 A member’s membership in the Society terminates when:

(a) the member’s term of membership expires,

(b) the membership terminates in accordance with the Bylaws,

(c) the member resigns,

(d) the member dies,

- (e) the member is expelled in accordance with the Bylaws,
- (f) the member delivers his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- (g) on having been a member not in good standing for 12 consecutive months.

Discipline and expulsion of members

- 2.7** (1) The Bylaws provide for the discipline or expulsion, or both, of members
- (2) Before a member is disciplined or expelled, the Society must
- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
 - (b) give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

Part 3. — General Meetings of Members

Time and Place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of 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.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (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 president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 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.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a 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.

If quorum ceases to be present

- 3.9** If, at any time during a 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.

Adjournments by chair

- 3.10** The chair of a 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.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting
 - (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; and
- (h) terminate the meeting.

Methods of voting

- 3.13** At a 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 or after such a vote, 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.

Announcement of result

- 3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

- 3.15** Voting by proxy is permitted and is
- (1) submitted in a form prescribed by the Society,
 - (2) signed by a member in good standing,
 - (3) presented to the Recording Secretary prior to the commencement of announced meeting, and
 - (4) only valid for the special votes as prescribed in the Notice of Meeting.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a 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.

Part 4 –Directors

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 9 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

- 4.3** 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 or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Directors' Conflicts of Interest

- 4.5** A director to whom this section applies must:
- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
 - (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),
 - (c) leave the directors' meeting, if any,
 - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
 - (ii) when the other directors vote on the contract, transaction or matter, and
 - (d) refrain from any action intended to influence the discussion or vote.
- 4.6** A disclosure under subsection (4.5) (a) must be evidenced in the minutes of a meeting of directors.

Directors' Liability

- 4.7** Directors' liability for money or other property distributed:
- (1) Directors of the Society who:
 - (a) vote for a resolution passed at a meeting of directors, or
 - (b) consent to a consent resolution of directors authorizing a distribution, contrary to this Act or the bylaws, of money or other property, are jointly and severally liable to restore to the Society any money or other property that is so distributed and not otherwise recovered by the Society.
 - (2) The liability imposed under subsection (1) is in addition to, and not in derogation of, any liability imposed on a director by any enactment or rule of law or equity.
 - (3) A legal proceeding to enforce a liability imposed by this section may not be commenced more than 2 years after the date of the applicable resolution.
 - (4) Without limiting any other rights a director has at law, a director who has satisfied a liability arising under this section is entitled to contribution from the other directors who voted for or consented to the resolution that gave rise to the liability.
 - (5) In a legal proceeding under this section, the court may, on the application of the Society or a member or director of the Society, do one or more of the following:
 - (a) order a person to pay or deliver to the Society any money or other property the court considers was improperly distributed to that person;

- (b) join a person as a party to the legal proceeding; or
- (c) make any other order the court considers appropriate.

Limitations on liability

- 4.8** A director of the Society is not liable under the Act and has complied with his or her duties under the Act] if the director, reasonably and in good faith, relied on any of the following:
- (a) financial statements of the Society represented to the director to reflect the financial position of the Society
 - (i) by a director or senior manager responsible for the preparation of the financial statements, or
 - (ii) in a written report of the auditor of the Society;
 - (b) a written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person;
 - (c) a statement of fact represented to the director by another director or a senior manager of the Society to be correct;
 - (d) any record, information or representation the court considers provides reasonable grounds for the actions of the director, whether or not
 - (i) the record was forged, fraudulently made or inaccurate, or
 - (ii) the information or representation was fraudulently made or inaccurate.

Term of Office:

4.9 A Director has a normal term of office of three years.

(1) One-third of the Directors, or so near to one-third as is reasonably practical, must be elected at each Annual General Meeting ("AGM") of the Society, so that at the adjournment of the AGM:

- a. one-third of the Directors have remaining terms of three years,
- b. one-third of the Directors have remaining terms of two years, and
- c. one-third of the Directors have remaining terms of one year.

(2) A director may be elected to a term of office of one year or for a term of two years so as to comply with this Bylaw.

Part 5 – Directors and Directors’ Meetings

Calling Directors’ Meetings

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** 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.

Conduct of directors' meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Chair of Meetings

- 5.6** The president shall be chair 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 chair, but if neither is present the directors present may choose one of their number to be chair at the meeting.

Persons Qualified to be Directors

- 5.7** (1) A person is qualified to be a director of the Society only if the person is an individual who is a member of the Society.
- (2) Despite subsection (1) an individual is not qualified to be a director of the Society if the individual is
- (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (b) an undischarged bankrupt, or
 - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Resolutions

5.8 . 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.

5.9 A resolution passed by electronic means, e-mail, or fax requires unanimity and must be placed within the minutes of the directors and is as valid and effective as if regularly passed at a meeting of directors.

5.10 To be passed a resolution requires 66% of directors present at the meeting.

Part 6. – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 (1) The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

(2) The offices of secretary and treasurer may be held by one person who shall be known as the Secretary-Treasurer

Absence of secretary from meeting

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements; and
 - (d) making the Society's filings respecting taxes.

Part 7. – Remuneration of Directors and Signing Authority

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8. – Finance

Borrowing

- 8.1** The Society's ability to borrow money is prohibited.

Financial Statements

- 8.2** (1) The directors of the Society must present the following to the members at each annual general meeting:
- (a) financial statements prepared in accordance with this section;
 - (b) the auditor's report, if any, on those financial statements.
- (2) The financial statements referred to in subsection (1) (a) must be prepared in relation to the period

(a) beginning,

(i) if the Society has not yet completed a financial year, on the date the Society was incorporated under this Act, or

(ii) if the Society has completed a financial year, immediately after the end of the preceding financial year, and

(b) ending not more than 6 months before the annual general meeting at which the financial statements are to be presented.

(3) The financial statements referred to in subsection (1) (a) must be prepared in accordance with the requirements, if any, set out in the regulations.

Issuance of Financial Statements

8.3 (1) The Society must not issue, publish or distribute financial statements of the Society required under the Act unless the financial statements

(a) have been approved by the directors and signed by one or more directors to confirm that the approval was obtained, and

(b) have attached to them the auditor's report, if any, on those financial statements.

(2) The Society must not issue, publish or distribute financial statements of the Society that purport to be audited financial statements unless the financial statements have, in fact, been audited and an auditor's report has been prepared in relation to them.

Appointment of Auditor

8.4 (1) the Society may appoint an auditor if deemed necessary.

Operations

8.5 (1) The Society shall be operated without profit such that any profits or other accretions to the Society shall be used in the pursuit of its purposes. This provision was previously unalterable.

Part 9 – Registered Office and Records

Registered office

9.1 The Society must maintain a registered office in British Columbia.

Change of registered office

9.2 (1) The Society may change one or both of the delivery address and mailing address of its registered office by

- (a) filing with the registrar a notice of change of address of registered office, or
 - (b) including the change of address in an annual report filed with the registrar under *Societies Act*.
- (2) A change of address of registered office takes effect on the day after the record referred to in subsection (1) (a) or (b), as the case may be, is filed with the registrar.
- (3) After the Society changes an address of its registered office under this section, the registrar must
- (a) alter the Society's statement of directors and registered office to reflect the change, and
 - (b) furnish to the Society a certified copy of the altered statement of directors and registered office.

Records to be kept

9.3 (1) The Society must keep the following records:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the registrar, of the following records:
 - (i) the constitution of the Society;
 - (ii) the bylaws of the Society;
 - (iii) the statement of directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Society by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) a federal, provincial or municipal government body, agency or official, including the registrar;
- (e) the Society's register of directors, including contact information provided by each director;
- (f) each written consent to act as director referred to in the Act and each written resignation of a director;

- (g) a copy of each record described in the Act evidencing a disclosure by a director or senior manager;
- (h) the Society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
- (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution; and
- (k) the financial statements of the Society required by the Act and the auditor's report, if any, on those financial statements.

(2) In addition to the records described in subsection (1), the Society must keep the following records:

- (a) the minutes of each meeting of directors, including
 - (i) a list of all of the directors at the meeting, and
 - (ii) the text of each resolution passed at the meeting;
- (b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution; and
- (c) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

Old records need not be kept

9.4 For the purposes of this Act, the Society is not required to keep a record under the Act if:

- (a) the record is no longer relevant to the activities or internal affairs of the Society, and
- (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

Location of records

9.5 (1) The Society must ensure that the records it is required to keep under the Act

(a) in the case of records that are not in electronic form, are kept at the Society's registered office, and

(b) in the case of records that are in electronic form, are available for inspection at the Society's registered office by means of a computer terminal or other electronic technology.

(2) Despite subsection (1), the directors of the Society may, by directors' resolution, specify a location in British Columbia, other than the Society's registered office, at which the records, or specified records or classes of records, of the Society may be kept or made available for inspection, in accordance with subsection (1), and, if the directors specify a location under this subsection, the records, specified records or classes of records may be kept or made available for inspection, as the case may be, at that location.

(3) If, under subsection (2), the directors of the Society specify a location, other than the Society's registered office, at which records of the Society may be kept or made available for inspection, the Society must make available for inspection at its registered office a written notice

(a) identifying the specified location, and

(b) listing the records or classes of records that are kept or made available for inspection, as the case may be, at that location.

Maintenance of records

9.6 (1) The Society may keep a record it is required to keep under the Act in any form that allows the record to be inspected and copied in accordance with the Act.

(2) The Society must take reasonable precautions in preparing and keeping the records it is required to keep under the Act so as to

(a) keep those records in a complete state,

(b) avoid loss or destruction of or damage to those records,

(c) avoid falsification of entries made in those records, and

(d) facilitate simple, reliable and prompt access to those records.

Inspection of register of directors

9.7 A person must not use contact information that the person obtains from an inspection of the Society's register of directors referred to in the Act except in connection with matters related to the activities or internal affairs of the Society.

Part 10. – Notices to Members

10.1. A notice may be given to a member, either personally, electronically or by mail or e-mail to him or her at his or her registered address.

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

10.3. 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 8.4 applies.

Part 11 – Liquidation, Dissolution and Restoration

Dissolution

11.1 In the event of dissolution, all assets, after payment of liabilities, will be spent on aesthetic improvement to public facilities within the Resort Municipality of Whistler, at the discretion of the Directors. This provision was previously unalterable.