

## Bylaws of Rosen Lake Ratepayers Association (the "Society")

### PART 1 – DEFINITIONS AND INTERPRETATION

#### Definitions

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**" mean these Bylaws as altered from time to time.

"**Ordinary Resolution**" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy.

"**Special Resolution**" means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy

#### Definitions in Act Apply

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

#### Membership Eligibility

2.1 Eligibility for membership is based on titled property that is located in the Service Area defined in the Regional District of East Kootenay Bylaw 606: Rosen Lake Water Level and Quality Control as follows:

- (a) registered owner(s)
- (b) family members of a registered owner(s) as designated and authorized by the registered owners
- (c) designated representative of registered owner as authorized by the registered owners
- (d) others outside of the Service Area as confirmed by the Board.

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### Membership Registration

- 2.2** For membership, a person must register with the Board as a member in the Society by obtaining confirmation of eligibility from the Board and completing a registration form.

### Duties of Members

- 2.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### Voting Member

- 2.4** Each Service Area titled property has one vote that is exercised by a titled property registered member, or their designated registered member associated with that titled property.

### Amount of Membership Dues

- 2.5** The amount of the annual membership dues, if any, must be determined by the Board.

### Inspection of Records by Members

- 2.6** Any member may, without charge, inspect a record the Society is required to keep under section 20 of the Act.
- 2.7** The maximum fee that a society may charge for an inspection under section 24 (5) [*inspection of records*] of the Act is \$10 per day, regardless of the number of records inspected.
- 2.8** The Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member, other than a director, may inspect a record.

## PART 3 – GENERAL MEETINGS OF MEMBERS

### Annual General Meeting

- 3.1** The directors of the society must call annual general meetings so that an annual general meeting is held in each calendar year.

### Time and place of general meeting

- 3.2** An annual general meeting must be held at the time and place the Board determines.

### Ordinary Business at the Annual General Meeting

- 3.3** 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;

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- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election of directors;
- (e) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Other General Meetings**

**3.4** Subject to Section 3.1, the directors of the society may at any time call a general meeting.

### **Notice of General Meeting**

**3.5** Written notice of the date, time and location of a general meeting must be sent to every member of the society at least

- (a) 14 days before the meeting, and
- (b) not more than 60 days before the meeting.

### **Notice of Special Business**

**3.6** 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.

### **Notice of Special Resolutions**

**3.7** A Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

### **Members' Proposals**

**3.8** Voting members may send to the Society a notice of a matter that the voting members propose to have considered at a general meeting.

**3.9** A proposal under Bylaw 3.8 must contain the names of, and be signed by, not fewer than 5%, or no fewer than 2 of the voting members of the Society.

**3.10** If the Society receives a proposal under Bylaw 3.8 at least 7 days before notice of the general meeting is sent, the notice must include:

- (a) the proposal,
- (b) the names of the voting members submitting the proposal, and
- (c) one statement not exceeding 200 words in support of the proposal, if the voting members submitting the proposal request that the statement be included with the notice.

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**3.11** The Society is not required to comply with Bylaw 3.10 if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held

### **Participation in general meeting by telephone or other communications medium**

**3.12** A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

**3.13** Section 3.12 does not obligate the society to take any action to facilitate the use of any communications medium at a general meeting.

**3.14** If one or more members of the society vote at a general meeting in a manner contemplated by this section, the vote must be conducted in a manner that adequately discloses the intentions of the members.

### **Chair of General meeting**

**3.15** One of the following individuals is entitled to preside as the chair of a general meeting, in preferential order:

- (a) Board Chair
- (b) Board Secretary,
- (c) one of the other directors

### **Alternate chair of General Meeting**

**3.16** If there is no individual entitled under 3.15 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**

**3.17** 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**

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

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### **Lack of Quorum at Commencement of Meeting**

- 3.19** 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**

- 3.20** 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**

- 3.21** 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**

- 3.22** 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**

- 3.23** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the

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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 directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Right to Vote**

**3.24** A member of a society has the right to vote.

**3.25** A voting member of a society has only one vote.

**3.26** A voting member of a society may, without restriction, exercise the right to vote on every matter.

### **Methods of Voting**

**3.27** 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.

### **Announcement of Result**

**3.28** 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**

**3.29** A voting member may appoint a proxy holder.

**3.30** An appointment of a proxy holder:

- (a) must be in writing;
- (b) is valid only at the meeting for which the appointment is given or at any adjournment of that meeting, and
- (c) may be revoked at any time.

**3.31** A proxy holder must be a member of the Society.

**3.32** Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.

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### Matters Decided at General Meeting by Ordinary Resolution

**3.33** 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 Director Positions on Board

**4.1** The Society has 6 director positions with 6 directors serving 2-year terms, with the 2-year terms staggered such that 3 directors are elected each year.

### Persons Qualified to be Directors

**4.2** To serve as a director, an individual must be at least 18 years of age. An individual is not qualified to serve as a director 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 Canada or elsewhere, of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, ~~unless 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.~~

### Election or Appointment of Directors

**4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. A minimum of 3 and a maximum of 6 directors are required to be on the board.

### Directors May Fill Casual Vacancy on Board

**4.4** 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

**4.5** 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.

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### Functions of directors

**4.6** Subject to the Act, the regulations and the bylaws, the directors of the society must manage, or supervise the management of, the activities and internal affairs of the society.

### Duties of directors

**4.7** A director must, when exercising the powers and performing the functions of a director of the Society:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations under the Act, and
- (d) subject to paragraphs (a) to (c), act in accordance with these Bylaws.

**4.8** Without limiting Bylaw 4.7, a director, when exercising the powers and performing the functions of a director of the Society, must act with a view to the purposes of the Society.

**4.9** Part 4 of these Bylaws is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society

### Disclosure of Directors' Interest

**4.10** Bylaws 4.11 to 4.13 apply to a director of the Society who has a direct or indirect material interest in:

- (a) a contract or transaction, or a proposed contract or transaction, of the Society; or
- (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society.

**4.11** A director to whom Bylaws 4.10 to 4.13 apply 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 Bylaw 4.9;

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- (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.

**4.12** A disclosure under Bylaw 4.11 must be evidenced in at least one of the following records:

- (a) the minutes of a meeting of directors; or
- (b) a consent resolution of directors.

**4.13** If all of the directors of the Society have disclosed under bylaw 4.11 a direct or indirect material interest in a contract, transaction or matter, then any or all of the directors may vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling Directors' Meeting**

**5.1** A directors' meeting may be called by the Chair or by any 2 other directors.

### **Notice of Directors' Meeting**

**5.2** At least 7 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.

## **PART 6 – BOARD POSITIONS**

### **Election or Appointment to Board Positions**

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

- (a) Chair
- (b) Secretary
- (c) Treasurer
- (d) Director
- (e) Director
- (f) Director

### **Role of Chair**

**6.2** The Chair of the Board is responsible for supervising the other directors in the execution of their duties and issuing notices of directors' meetings.

### **Role of Secretary**

**6.3** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general 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;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of Secretary from Meeting**

**6.4** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

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### Role of the Treasurer

- 6.5** 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.

## PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

### Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay any director remuneration for being a director.

### 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 Chair, together with one other director,
  - (b) if the Chair is unable to provide a signature, by the Secretary together with one other director,
  - (c) if the Secretary and Chair 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.

### Banking

- 7.3** Issuing Cheques
- (a) by the Treasurer, together with the Secretary or the Chair,
  - (b) if the Treasurer is unable to provide a signature, by the Secretary together with the Chair,
  - (c) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.