

DIRECTORS RESOLUTION
OF
MOUNT CAIN ALPINE PARK SOCIETY
(the “Society”)

WHEREAS:

- A. It is expedient for the Society to transition under the provisions of the B.C. *Societies Act* (the “Act”);

RESOLVED THAT:

1. The Society hereby confirms that the Updated Constitution, Consolidated By-Laws and List of Directors is complete and accurate.
2. Jeffrey Jones & Company be appointed as the Society’s agent to prepare, complete and electronically file with the Registrar of Companies a Transition Application containing the Updated Constitution, Consolidated By-Laws and List of Directors in the form attached hereto as Schedule A.
3. Any Director signing alone, is authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated this ____ March, 2017

President

CONSOLIDATED CONSTITUTION
MOUNT CAIN ALPINE PARK SOCIETY

- a. To promote and encourage alpine sports such as hiking, climbing, camping, skiing and other winter sports and thereby to foster goodwill and sportsmanship among member of the Regional District in which the activities of the Society are to be carried on.
- b. To provide operate and maintain facilities for various alpine sports for the use of its members and the general public.
- c. For the purposes aforesaid to acquire, hold and operate on a non-profit basis properties of all kinds
- d. To generally do such things as are considered necessary to the attainment of the above objects:
- e. To promote skiing, snowboarding and backcountry safety and to instill safety consciousness in the Mt. Cain Alpine area.
- f. To develop and train a volunteer first aid and ski patrol group to provide first aid services to the public, volunteers and staff of the Mount Cain Area.
- g. To chiefly carry out the operations of the society in the Mount Waddington Regional District on northern Vancouver Island, in the Province of British Columbia.

**CONSOLIDATED BYLAWS
MOUNT CAIN ALPINE PARK SOCIETY**

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. 2

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and
 those persons who subsequently become members, in accordance with these bylaws
 and, in either case, have not ceased to be members.
- 4 A person 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 not exceed \$100 for the
 purposes of the society 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 or by a unanimous vote of the directors for reasonable cause.
- (2) The notice of 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 who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 10 General meetings of the society must be held in the Month of September of each Calendar year within the Province of British Columbia, on a date as the directors shall by resolution decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting. 3

- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- (1) Notice of a general meeting shall be given to all members of the society no later than 10 days prior to the date and must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (3) Where notice of a meeting is required it may be delivered in person, by post or electronically.
- 13 A proxy for a general meeting of the society shall be filed with the secretary prior to the meeting. To be valid it must be in writing and signed by both the member and the proxy. A duly appointed proxy shall have all of the rights for the meeting as the member if the member were there.

Part 4 — Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (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;
 - (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.
- 16
- (1) Business, other than the 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 shall not consist of less than 20 members present or by duly appointed proxies of not less than 30% of the total number of members of the society.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, the members present constitute a quorum.
- 18 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.
- 19 If at a general meeting:

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20 (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.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may 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.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting is by a duly appointed proxy of no more than one proxy vote per appointed proxy.

Part 5 — Directors and Officers

- 24 (1) The affairs of the society shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the society and are not by the by-laws of society or by law expressly directors or required to be done by the society at a meeting of the members or otherwise.
- (2) The Directors shall be empowered to raise moneys for the purposes of the society in such manner and upon such security as they shall see fit.
- (3) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The officers of the society shall be a President, Vice-president, Secretary and Treasurer, provided however, that the position of Treasurer and secretary may be held by one person.
- (2) The President and Vice-president shall be appointed annually by the directors from among their number immediately following the Annual General Meeting of the Society in each year, and the officers so appointed shall hold office for 1 year until the appointment of their successors at the meeting following the Annual General Meeting of the society 1 year after their appointment.
- 26 (1) The number of directors for the Board of Directors of this society shall be decided each year by resolution of the outgoing Board of Directors.
- (2) Directors shall hold their position for a period of 2 years, at which time they may retire their office.

- (3) Separate elections must be held for each office to be filled.
- (4) An election may be by acclamation, otherwise it must be by ballot.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) The Secretary and Treasurer, shall be appointed by the directors and does not need be members of the Board. They hold office until such time as determined by the directors.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may 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 office.
- 29 The members or board of directors, 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.
- 30 (1) A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- (2) The membership may, by general resolution, at any time provide for a remuneration to be paid to the directors in consideration of their services to the society.

Part 6 — Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (3) The directors may from time to time set the quorum necessary to conduct business, and unless so set 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 the chair at that meeting.
- (4) Directors' meetings may be called by the President, Vice-President, or by the Secretary on the direction of the President, Vice-President, or two Directors. Notice of a directors' meeting shall be sent not less than 7 days prior to when the meeting is to be held. The Board may appoint a day of the month for regular meetings, and as such, no further notification is required.
- 32 (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.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a 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 the chair of the meeting.

- 34 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.
- 35 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, email, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 36 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 37 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.
- 38 A resolution in writing (including digital), signed personally or digitally 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.
- 39 A director may contract with the Society, provided, the director shall advise of any interest he may have in any contract being considered by the society and shall not vote in connection therewith. Any failure on the part of any director to comply with the provisions of this by-law shall not render invalid the vote so taken or the contract so made unless the board of directors having cognizance of such failure declare such vote to be invalid and elect to consider such contract null and void by reason thereof.

Part 7 — Duties of Officers

- 40 (1) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties and:
- (a) when present , presides at all meetings of the society and of the board of directors
 - (b) with the secretary or another appointed officer sign all resolutions and member certificates.
 - (c) during the absence or inability of the president, the vice-president or other director so appointed by the board exercises such duty or power.
- 41 The vice president shall assume the duties of the president during the president's absence or inability to do so.
- 42 The secretary, whether appointed or a director by election, shall exercise all of the rights and duties of a director and unless otherwise designated:
- (a) conduct the correspondence of the society;

- (b) issue notices of meetings of the society and directors;
- (c) ensure minutes of all meetings of the society and directors are taken and filed;
- (d) ensure the register of members is maintained;
- (e) has custody of all records and documents of the society except those required to be kept by the treasurer.
- (f) and other duties as the terms of the office requires.

43 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.

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

45 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

46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing and Financial

48 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.

49 A debenture must not be issued without the authorization of a special resolution.

50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

51 The Treasurer shall maintain such banking accounts in such Chartered Banks or other Financial Institutions as the Directors shall from time to time prescribe, and shall deposit all sums received for the society in such accounts as shall be requisite. The directors shall, by resolution, prescribe the persons who shall be empowered to sign cheques and draw against funds on deposit of the accounts.

Part 10 — Auditor

51 The Directors may from time to time appoint an auditor or auditors to hold office for such a period and to receive such remuneration as the Directors determine.

52 The Treasurer shall prepare and have audited for presentation at every Annual General Meeting of the Society such financial statements as shall be necessary or requisite to the Society with particular reference to the previous fiscal period of the society. The books of account shall at all times be open to inspection by the directors of the Society.

Part 11 — Notices to Members

- 53 A notice may be given to a member, either personally, electronically or by mail to the member at the member's registered address.
- 54 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.
- 55 (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 a notice of a general meeting.

Part 12 — Bylaws

- 56 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.
- 57 These bylaws must not be altered or added to except by special resolution.

Part 13 – Dissolution: Previously Unalterable Provisions

- 58 Upon the dissolution of the society and after the payment of all debts and liabilities, the remaining property of the society shall be distributed or disposed of to such charitable organization or organizations having a similar charitable purpose in such a manner as a general meeting of the society shall by extraordinary resolution decide. **This provision was previously unalterable.**